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assumptions that are subject to 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 are not limited to, those discussed in â€œRisk Factorsâ€ in this Quarterly Report on Form 10-Q as well as other documents that may be filed by us from time to time with theÂ Securities and Exchange Commission. 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 StatementsOKTA, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (dollars in millions, shares in thousands, except per share data) July 31,2024January 31,2024(unaudited)AssetsÂ Current assets:Â Cash and cash equivalents$515Â $334Â Short-term investments1,843Â 1,868Â Accounts receivable, net of allowances of $8 and $6, respectively377Â 559Â Deferred commissions122Â 113Â Prepaid expenses and other current assets181Â 106Â Total current assets3,038Â 2,980Â Property and equipment, net47Â 48Â Operating lease right-of-use assets82Â 83Â Deferred commissions, noncurrent230Â 242Â Intangible assets, net168Â 182Â Goodwill5,448Â 5,406Â Other assets54Â 48Â Total assets$9,067Â $8,989Â Liabilities and stockholders' equityÂ Current liabilities:Â Accounts payable$11Â $12Â Accrued expenses and other current liabilities142Â 115Â Accrued compensation113Â 167Â Deferred revenue1,394Â 1,488Â Total current liabilities1,660Â 1,782Â Convertible senior notes, net, noncurrent1,113Â 1,154Â Operating lease liabilities, noncurrent107Â 112Â Deferred revenue, noncurrent21Â 23Â Other liabilities, noncurrent33Â 30Â Total liabilities2,934Â 3,101Â Commitments and contingencies (Note 8)Stockholdersâ€™ equity:Preferred stock, par value $0.0001 per share; 100,000 shares authorized; no shares issued and outstanding as of July 31, 2024 and January 31, 2024â€”Â â€”Â Class A common stock, par value $0.0001 per share; 1,000,000 shares authorized; 162,397 and 159,835 shares issued and outstanding as of July 31, 2024 and JanuaryÂ 31, 2024, respectivelyâ€”Â â€”Â Class B common stock, par value $0.0001 per share; 120,000 shares authorized; 7,448 and 7,291 shares issued and outstanding as of July 31, 2024 and JanuaryÂ 31, 2024, respectivelyâ€”Â â€”Â Additional paid-in capital8,981Â 8,724Â Accumulated other comprehensive loss(7)(6)Accumulated deficit(2,841)(2,830)Total stockholdersâ€™ equity6,133Â 5,888Â Total liabilities and stockholders' equity$9,067Â $8,989Â See Notes to Condensed Consolidated Financial Statements.4OKTA, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (dollars in millions, shares in thousands, except per share data) (unaudited)Â Three Months EndedJuly 31,Six Months EndedJuly 31,Â 20242023202420232Revenue:Â Â Subscription$632Â $542Â $1,235Â $1,045Â Professional services and other14Â 14Â 28Â 29Â Total revenue646Â 556Â 1,263Â 1,074Â Cost of revenue:Â Â Subscription137Â 128Â 267Â 250Â Professional services and other18Â 21Â 36Â 41Â Total cost of revenue155Â 149Â 303Â 291Â Gross profit491Â 407Â 960Â 783Â Operating expenses:Research and development164Â 172Â 327Â 335Â Sales and marketing238Â 261Â 474Â 517Â General and administrative108Â 119Â 225Â 229Â Restructuring and other chargesâ€”Â 17Â â€”Â 24Â Total operating expenses510Â 569Â 1,026Â 1,105Â Operating loss(19)(162)(66)(322)Interest expense(1)(2)(3)(5)Interest income and other, net29Â 18Â 56Â 35Â Gain on early extinguishment of debt 3Â 42Â 3Â 73Â Interest and other, net31Â 58Â 56Â 103Â Income (loss) before provision for (benefit from) income taxes12Â (104)(10)(219)Provision for (benefit from) income taxes(17)7Â 1Â 11Â Net income (loss)$29Â (111)(11)$(230)Net income (loss) per share, basic$0.18Â (0.68)(0.06)$(1.42)Net income (loss) per share, diluted$0.15Â (0.68)(0.06)$(1.42)Â Â Weighted-average shares used to compute net income (loss) per share, basic168,612Â 162,755Â 168,045Â 162,051Â Weighted-average shares used to compute net income (loss) per share, diluted174,443Â 162,755Â 168,045Â 162,051Â See Notes to Condensed Consolidated Financial Statements.5OKTA, INC. CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in millions)(unaudited)Â Three Months EndedJuly 31,Six Months EndedJuly 31,Â 20242023202420232Net income (loss)$29Â (111)(11)$(230)Other comprehensive income (loss):Net change in unrealized gains or losses on available-for-sale securities 7Â 3Â (1)14Â Foreign currency translation adjustments3Â 3Â â€”Â 5Â Other comprehensive income (loss)10Â 6Â (1)19Â Comprehensive income (loss)$39Â (105)(12)$(211) See Notes to Condensed Consolidated Financial Statements.6OKTA, INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY(dollars in millions, shares in thousands)(unaudited)Three and Six Months Ended July 31, 2024Â Class A Common StockÂ Class B Common StockÂ Additional Paid-in CapitalAccumulated Other Comprehensive LossAccumulated DeficitTotal Stockholdersâ€™ EquityÂ SharesÂ AmountÂ SharesÂ AmountÂ Balances as of January 31, 2024159,835Â â€”Â 7,291Â â€”Â $8,724Â (6)(2,830)$5,888Â Issuance of common stock1,077Â â€”Â â€”Â â€”Â 6Â â€”Â â€”Â 6Â Taxes withheld related to net share settlement of equity awardsâ€”Â â€”Â â€”Â (42)â€”Â (42)Stock-based compensationâ€”Â â€”Â â€”Â 152Â â€”Â â€”Â 152Â Other comprehensive lossâ€”Â â€”Â â€”Â â€”Â (11)â€”Â (11)Net lossâ€”Â â€”Â â€”Â â€”Â (40)(40)Balances as of April 30, 2024160,912Â â€”Â 7,291Â â€”Â 8,840Â (17)(2,870)5,953Â Issuance of common stock1,470Â â€”Â 172Â â€”Â 31Â â€”Â â€”Â 31Â Taxes withheld related to net share settlement of equity awardsâ€”Â â€”Â â€”Â (40)â€”Â (40)Conversion of Class B common stock to Class A common stock15Â â€”Â (15)â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â 150Â â€”Â â€”Â 150Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â 10Â â€”Â 10Â Net incomeâ€”Â â€”Â â€”Â â€”Â 29Â 29Â Balances as of July 31, 2024162,397Â â€”Â 7,448Â â€”Â $8,981Â (7)(2,841)$6,133Â Three and Six Months Ended July 31, 2023Â Class A Common StockÂ Class B Common StockÂ Additional Paid-in CapitalAccumulated Other Comprehensive LossAccumulated DeficitTotal Stockholdersâ€™ EquityÂ SharesÂ AmountÂ SharesÂ AmountÂ Balances as of January 31, 2023154,009Â â€”Â 7,300Â â€”Â $7,974Â (33)(2,475)$5,466Â Issuance of common stock1,068Â â€”Â â€”Â â€”Â 8Â â€”Â â€”Â 8Â Proceeds from hedges related to convertible senior notes(33)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â 166Â â€”Â â€”Â 166Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â 13Â â€”Â 13Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (119)(119)Balances as of April 30, 2023155,044Â â€”Â 7,300Â â€”Â 8,148Â (20)(2,594)5,534Â Issuance of common stock1,696Â â€”Â â€”Â â€”Â 29Â â€”Â â€”Â 29Â Stock-based compensationâ€”Â â€”Â â€”Â 186Â â€”Â â€”Â 186Â Settlement of warrantsâ€”Â â€”Â â€”Â (4)â€”Â â€”Â (4)Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â 6Â â€”Â 6Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (111)(111)Balances as of July 31, 2023156,740Â â€”Â 7,300Â â€”Â $8,359Â (14)(2,705)$5,640Â See Notes to Condensed Consolidated Financial Statements.7OKTA, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in millions) (unaudited)Â Six Months EndedJuly 31,Â 20242023Cash flows from operating activities:Net loss(11)(230)Adjustments to reconcile net loss to net cash provided by operating activities:Stock-based compensation299Â 351Â Depreciation, amortization and accretion42Â 43Â Amortization of deferred commissions62Â 49Â Deferred income taxes(4)3Â Lease impairment chargesâ€”Â 25Â Gain on early extinguishment of debt(3)(73)Other, net7Â 6Â Changes in operating assets and liabilities:Accounts receivable181Â 92Â Deferred commissions(59)(65)Prepaid expenses and other assets(82)(14)Operating lease right-of-use assets10Â 12Â Accounts payable(1)1Â Accrued compensation(55)24Â Accrued expenses and other liabilities33Â (4)Operating lease liabilities(18)(20)Deferred revenue(96)(18)Net cash provided by operating activities305Â 182Â Cash flows from investing activities:Â Â Capitalized software(7)(7)Purchases of property and equipment(6)(2)Purchases of securities available-for-sale and other(779)(577)Proceeds from maturities and redemption of securities available-for-sale808Â 1,101Â Proceeds from sales of securities available-for-sale and other2Â 61Â Payments for business acquisitions, net of cash acquired(56)(22)Net cash provided by (used in) investing activities(38)554Â Cash flows from financing activities:Payments for repurchases of convertible senior notes(40)(671)Taxes paid related to net share settlement of equity awards(80)â€”Â Payments for warrants related to convertible senior notesâ€”Â (4)Proceeds from stock option exercises9Â 8Â Proceeds from shares issued in connection with employee stock purchase plan24Â 26Â Net cash used in financing activities(87)(641)Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cashâ€”Â 2Â Net increase in cash, cash equivalents and restricted cash180Â 97Â Cash, cash equivalents and restricted cash at beginning of period342Â 271Â Cash, cash equivalents and restricted cash at end of period$522Â $368Â Supplementary cash flow disclosure:Cash paid during the period for:Operating leases22Â 24Â Non-cash activities:Benefit from exercise of hedges related to convertible senior notesâ€”Â 2Â Operating lease right-of-use assets exchanged for lease liabilities9Â 5Â 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$515Â $356Â Restricted cash, current included in prepaid expenses and other current assets1Â 5Â Restricted cash, noncurrent included in other assets6Â 7Â Total cash, cash equivalents and restricted cash$522Â $368Â See Notes to Condensed Consolidated Financial Statements.8OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)1. Overview and Basis of Presentation Description of Business Okta, Inc. (the â€œCompanyâ€) is the leading independent identity partner. The Companyâ€™s Workforce Identity Cloud and Customer Identity Cloud, powered by Auth0, enable customers to securely connect the right people to the right technologies and services at the right time. Employees and contractors sign into the Workforce Identity Cloud to seamlessly and securely access the applications they need to do their most important work. Organizations use the Companyâ€™s Identity Platform to collaborate with their partners, and to provide their customers with more modern and secure experiences in the cloud and via mobile devices. Developers leverage the Workforce Identity Cloud and Customer Identity Cloud to securely and efficiently embed identity into the software they build, allowing them to innovate and focus on their core missions. 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 (â€œGAAPâ€) 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 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 in one reportable segment. The condensed consolidated balance sheet as of JanuaryÂ 31, 2024, included herein, was derived from the audited financial statements as of that date. In the opinion of the Companyâ€™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 JanuaryÂ 31, 2025 or any future period.The Companyâ€™s fiscal year ends on January 31. References to fiscal 2025, for example, refer to the fiscal year ending JanuaryÂ 31, 2025. Certain prior period amounts have been reclassified to conform to the current period presentation.The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Companyâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission (â€œSECâ€) on March 1, 2024. Use of EstimatesThe 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 Companyâ€™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 PoliciesFor a summary of the Companyâ€™s significant accounting policies refer to â€œNote 2. Summary of Significant Accounting Policiesâ€ of its Annual Report on Form 10-K for the fiscal year ended JanuaryÂ 31, 2024. 9OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)Recent Accounting Pronouncements Not Yet Adopted In November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued guidance which requires disclosure of incremental segment information on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this Accounting Standards Update ("ASU") and intends to adopt this guidance in fiscal 2025.In December 2023, the FASB issued guidance to provide disaggregated income tax disclosures on the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company intends to adopt this guidance in fiscal 2026.3. Restructuring and Other ChargesDuring the fourth quarter of fiscal 2024, the Company approved a restructuring plan (the â€œ2024 Restructuring Planâ€) intended to improve operating efficiencies and profitability. The 2024 Restructuring Plan involved a reduction of the Companyâ€™s workforce by approximately 400 full-time employees. The 2024 Restructuring Plan was substantially complete by the first quarter of fiscal 2025 and the Company recognized aggregate restructuring costs of $24Â million in the fourth quarter of fiscal 2024.The following table summarizes the Companyâ€™s restructuring liability that is included in Accrued expenses and other current liabilities on the condensed consolidated balance sheets:Severance and termination benefit costs(dollars in millions)Balance as of January 31, 2024$24Â Restructuring chargesâ€”Â Cash payments(24)Balance as of July 31, 2024$â€”Â 4. Cash Equivalents and Investments Cash Equivalents and Short-term InvestmentsIn estimating fair value, the Company uses a three-tier fair value hierarchy as follows:â€¢Level 1 â€” Valuations based on observable inputs that reflect quoted prices for identical assets or liabilities in active markets.â€¢Level 2 â€” Valuations based on other inputs that are directly or indirectly observable in the marketplace.â€¢Level 3 â€” Valuations based on unobservable inputs that are supported by little or no market activity.10OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)The following tables present the amortized cost, unrealized gain (loss) and estimated fair value of cash equivalents and short-term investments:Â As of July 31, 2024Â AmortizedCostUnrealizedGainUnrealizedLossEstimatedFair ValueÂ (dollars in millions)Cash equivalents:Â Â Â Â Money market funds (Level 1)$319Â $â€”Â $â€”Â $319Â Certificates of deposit (Level 2)23Â â€”Â â€”Â 23Â Total cash equivalents342Â â€”Â â€”Â 342Â Level 2:Short-term investments (Available-for-sale):U.S. treasury securities1,679Â 2Â (1)1,680Â Corporate debt securities118Â â€”Â â€”Â 118Â Certificates of deposit45Â â€”Â â€”Â 45Â Total short-term investments1,842Â 2Â (1)1,843Â Total$2,184Â $2Â (1)2,185Â Â As of January 31, 2024Â AmortizedCostUnrealizedGainUnrealizedLossEstimatedFair ValueÂ (dollars in millions)Level 1:Cash equivalents:Â Â Â Â Money market funds$151Â $â€”Â $â€”Â $151Â Total cash equivalents151Â â€”Â â€”Â 151Â Level 2:Short-term investments (Available-for-sale):U.S. treasury securities1,782Â 3Â (1)1,784Â Corporate debt securities43Â â€”Â â€”Â 43Â Certificates of deposit41Â â€”Â â€”Â 41Â Total short-term investments1,866Â 3Â (1)1,868Â Total$2,017Â $3Â (1)2,019Â The following table presents the contractual maturities of the Companyâ€™s short-term investments: As of July 31, 2024Â AmortizedCostEstimatedFair Value(dollars in millions)Due within one year$1,346Â $1,346Â Due between one to five years496Â 497Â Â Total$1,842Â $1,843Â Interest receivable of $23 million and $20 million is included in Prepaid expenses and other current assets on the condensed consolidated balance sheets as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively.11OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)The Company had 53 and 41 short-term investments in unrealized loss positions as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively.For available-for-sale debt securities that have unrealized losses, the Company evaluates whether (i) the Company has the intention to sell any of these investments, (ii) it is not more likely than not that the Company will be required to sell any of these available-for-sale debt securities before recovery of the entire amortized cost basis and (iii) the decline in the fair value of the investment is due to credit or non-credit related factors. There were no material credit or non-credit related impairments for short-term investments as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024.Strategic InvestmentsStrategic investments primarily include equity investments in privately-held companies, which do not have a readily determinable fair value. As of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, the balance of strategic investments was $29 million and $26 million, respectively.5. Deferred CommissionsSales commissions capitalized as contract costs totaled $33 million and $40 million in the three months ended July 31, 2024 and 2023, respectively, and $59 million and $65 million for the six months ended July 31, 2024 and 2023, respectively. Amortization of contract costs totaled $32 million and $26 million for the three months ended July 31, 2024 and 2023, respectively, and $62 million and $49 million for the six months ended July 31, 2024 and 2023, respectively.6. Deferred Revenue and Performance ObligationsDeferred RevenueDeferred revenue, which is a contract liability, consists primarily of payments received and accounts receivable recorded in advance of revenue recognition under the Companyâ€™s contracts with customers and is recognized as the revenue recognition criteria are met.Subscription revenue recognized during the three months ended JulyÂ 31, 2024Â andÂ 2023 that was included in the deferred revenue balances at the beginning of the respective periods was $578 millionÂ andÂ $490 million, respectively, and $1,008 million and $850 million in the six months ended July 31, 2024 and 2023, respectively.Transaction Price Allocated to the Remaining Performance ObligationsTransaction price allocated to the remaining performance obligations (â€œRPOâ€) 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 was approximatelyÂ $3,505 million as of JulyÂ 31, 2024. Of this amount, theÂ Company expects to recognize revenue of approximately $1,995 million, or 57%, over the nextÂ 12 months, with the balance to be recognized as revenue thereafter.

Remaining performance obligations for professional services and other contracts as of JulyÂ 31, 2024 were not material.7. Convertible Senior Notes, Net Convertible Senior NotesThe 2025 convertible senior notes (â€œ2025 Notesâ€) and the 2026 convertible senior notes (â€œ2026 Notesâ€ and together with the 2025 Notes, the â€œNotesâ€) are recorded at face value less unamortized debt issuance costs.During the three and six months ended JulyÂ 31, 2024, the Company repurchased $43 million principal amount of the 2026 Notes for $40 million in cash, resulting in a gain on early extinguishment of debt of $3 million. 12OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)During the three months ended July 31, 2023, the Company repurchased $142 million principal amount of the 2025 Notes for $130 million in cash and $242 million principal amount of the 2026 Notes for $209 million in cash, resulting in a gain on early extinguishment of debt of $42 million. During the six months ended July 31, 2023, the Company repurchased $508 million principal amount of the 2025 Notes for $462 million in cash, and $242 million principal amount of the 2026 Notes for $209 million in cash, resulting in a gain on early extinguishment of debt of $73 million. The net carrying amount of the Notes consisted of the following:As of July 31, 2024As of January 31, 2024(dollars in millions)2025 Notes:Principal$552Â $552Â Less: unamortized debt issuance costs(2)(3)Net carrying amount$550Â $549Â 2026 Notes:Principal$565Â $608Â Less: unamortized debt issuance costs(2)(3)Net carrying amount$563Â $605Â Fair Value Measurements The following table presents the principal amounts and estimated fair values of the Notes, which are not recorded at fair value on the condensed consolidated balance sheets:Â As of July 31, 2024Â Principal AmountEstimated Fair ValueÂ (dollars in millions)2025 Notes$552Â $522Â 2026 Notes$565Â $518Â The estimated fair values of the Notes, which are Level 2 financial instruments, were determined based on the quoted bid prices of the Notes in an over-the-counter market on the last trading day of the reporting period.8. Commitments and Contingencies Letters of CreditIn conjunction with the execution of certain office space operating leases, letters of credit in the aggregate amount of $7 million were issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024. No draws have been made under such letters of credit. 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. On May 20, 2022, a purported shareholder filed a putative class action lawsuit in the United States District Court for the Northern District of California against the Company and certain of its executive officers, captioned In re Okta, Inc. Securities Litigation, No. 3:22-cv-02990. The lawsuit asserted claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, alleging that the defendants made false or misleading statements or omissions concerning the Companyâ€™s cybersecurity controls, vulnerability to data breaches, and the Companyâ€™s integration of Auth0, Inc. (â€œAuth0â€). The lawsuit sought an order certifying the lawsuit as a class action and unspecified damages. The defendants moved to dismiss the amended complaint. On March 31, 2023, the court issued an order granting in part and denying in part the motion to dismiss. The court dismissed in full the claims 13OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)based on the plaintiffâ€™s allegations related to the Companyâ€™s cybersecurity controls and vulnerability to data breaches, and dismissed in part and denied in part the claims based on allegations related to the Auth0 integration. On February 5, 2024, the court granted the plaintiffsâ€™ unopposed motion for class certification. On May 28, 2024, the parties entered into a stipulation of settlement, subject to court approval (the â€œStipulationâ€). Under the terms of the Stipulation, in exchange for the release and dismissal with prejudice of all claims against the defendants, the Company agreed to pay and/or to cause its insurance carriers to pay a total of $60Â million, which is covered through a combination of the Companyâ€™s Director & Officer ("D&O") insurance and the balance of the Companyâ€™s $10Â million retention on the primary D&O policy. On July 19, 2024, the court granted preliminary approval of the Stipulation, ordered that notice be disseminated to the settlement class, and set a final settlement approval hearing for November 8, 2024. The Stipulation does not constitute an admission of fault or wrongdoing by the Company or its executives, and remains subject to final approval by the court and certain other conditions. The Company recognized a liability, which is included in Accrued expenses and other current liabilities on its condensed consolidated balance sheets as of April 30, 2024, in the amount of $60Â million which represents the Company's gross obligation to settle claims under the Stipulation. A corresponding receivable was recognized, which is included in Prepaid expenses and other current assets on the Companyâ€™s condensed consolidated balance sheets, which represents the insurance proceeds the Company is entitled to under its D&O insurance policies that will be paid by the Companyâ€™s insurers to settle claims on its behalf.Additionally, two purported shareholders filed derivative lawsuits on behalf of the Company in the United States District Court for the Northern District of California against certain of its current and former executive officers and directors, captioned Oâ€™Dell v. McKinnon et al., No. 3:22-cv-07480 (filed Nov. 28, 2022), and LR Trust v. McKinnon et al., No. 3:22-cv-08627 (filed Dec. 13, 2022). The lawsuits allege, among other things, that the defendants breached their fiduciary duties by making false or misleading statements or omissions concerning the Companyâ€™s cybersecurity controls, vulnerability to data breaches, and the Companyâ€™s integration of Auth0. The lawsuits seek orders permitting the plaintiffs to maintain the actions derivatively on behalf of the Company, awarding unspecified damages allegedly sustained by the Company, awarding restitution from the individual defendants, and requiring the Company to make certain reforms to its corporate governance and controls. On February 22, 2023, the court entered a stipulated order consolidating the derivative actions, appointing co-lead counsel for plaintiffs, and staying the consolidated derivative actions during the pendency of the motion to dismiss in the securities class action lawsuit. The consolidated derivative action is captioned In re Okta, Inc. Stockholder Derivative Litigation, No. 3:22-cv-07480. On May 9, 2023, the court entered a stipulated order continuing the stay through the close of discovery in the securities class action lawsuit.On April 14, 2023, another shareholder filed a substantially similar derivative lawsuit in the United States District Court for the District of Delaware against certain of the Companyâ€™s current and former executive officers and directors, captioned Buono v. McKinnon et al., No. 1:23-cv-00413. On May 31, 2023, the court entered a stipulated order whereby the defendants agreed to accept service and stay the derivative action through the close of discovery in the securities class action lawsuit. On January 25, 2024, another shareholder filed a substantially similar derivative lawsuit in the United States District Court for the District of Delaware against certain of the Companyâ€™s current and former executive officers and directors, captioned Nasr v. McKinnon, et al., No. 1:24-cv-00106. On March 18, 2024, the court entered a stipulated order whereby the defendants agreed to accept service and stay the derivative action through the close of discovery in the securities class action lawsuit. On July 1, 2024, another shareholder filed a substantially similar derivative lawsuit in the Court of Chancery for the State of Delaware against certain of the Companyâ€™s current and former executive officers and directors, captioned Grimaldi v. McKinnon, et al., C.A. No. 2024-0685-PAF. On July 19, 2024, the court entered a stipulated order whereby the defendants agreed to accept service and to stay the derivative action through final approval of the settlement in the securities class action lawsuit.While the Company and defendants have agreed to a settlement in the securities class action litigation, due to the stage of the related derivative lawsuits, the Company is unable to predict the outcome or estimate the amount of loss or range of losses that could potentially result from these lawsuits.14OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)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.9. Employee Incentive PlansThe Companyâ€™s equity incentive plans provide for granting stock options, restricted stock units (â€œRSUsâ€), restricted stock awards (â€œRSAsâ€) 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 (â€œESPPâ€) to eligible employees.Stock-based compensation expense was recorded in the following cost and expense categories in the Companyâ€™s condensed consolidated statements of operations:Â Three Months EndedJuly 31,Six Months EndedJuly 31,Â 20242023202420232023(dollars in millions)Cost of revenueÂ Â Â Â Subscription$22Â $21Â $41Â $37Â Professional services and other3Â 4Â 6Â 8Â Research and development56Â 74Â 119Â 142Â Sales and marketing36Â 41Â 66Â 79Â General and administrative31Â 45Â 67Â 85Â Total$148Â $185Â $299Â $351Â The following table presents total unrecognized stock-based compensation expense related to outstanding equity awards as of JulyÂ 31, 2024:Â Unrecognized Stock-based Compensation Expense(in millions)Weighted-average remaining period (in years)Unvested RSUs$931Â 2.1 yearsUnvested RSAs18Â 2.6 yearsUnvested stock options6Â 0.5 yearsESPP18Â 0.7 yearsTotal$973Â 15OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)During the first quarter of fiscal 2025, the Company began funding withholding taxes due upon the vesting of employee RSUs in certain jurisdictions by net share settlement, rather than its previous approach of selling shares of the Companyâ€™s common stock. The amount of withholding taxes related to net share settlement of employee RSUs is reflected as (i) a reduction to additional paid-in-capital, and (ii) cash outflows for financing activities when the payments are made. The shares withheld by the Company as a result of the net share settlement of RSUs are not considered issued and outstanding, and do not impact the calculation of basic net loss per share attributable to the Class A and Class B common stockholders.Market-based Restricted Stock UnitsIn March 2024, the Company granted market-based RSUs to certain members of management. The target number of market-based RSUs granted was 183,595. One-third of these market-based RSUs vest over each of a one-, two- and three-year performance period, each starting on February 1, 2024. 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 Companyâ€™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 $182.15 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.10. Income TaxesFor the three and six months ended JulyÂ 31, 2024, the Company recorded a provision for (benefit from) income taxes of $(17) million and $1 million on pretax income of $12 million and pretax loss of $10 million, respectively. The effective tax rate for the three and six months ended JulyÂ 31, 2024 was approximately (158.8)% and (2.5)%, 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 tax effect of foreign operations, the tax impacts of the Spera Cybersecurity, Inc. and its subsidiary (collectively, â€œSperaâ€) integration, and U.S. federal and state taxes.For the three and six months ended July 31, 2023, the Company recorded a tax provision of $7 million and $11 million on pretax losses of $104 million and $219 million, respectively. The effective tax rate for the three and six months ended July 31, 2023 was approximately (6.5)% and (5.0)%, 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 tax effect of foreign operations, U.S. federal and state taxes, and shortfalls from stock-based compensation.The Tax Cuts and Jobs Act enacted on December 22, 2017 amended Internal Revenue Code Section 174 to require that specific research and experimental ("R&E") expenditures be capitalized and amortized over five years (U.S. R&E) or fifteen years (non-U.S. R&E) beginning in the Company's fiscal 2023. As a result, the Company has been utilizing its federal and state tax attributes and incurring cash taxes due to this provision since fiscal 2023.16OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)11. Net Income (Loss) Per ShareThe Company computes net income (loss) per share of common stock in conformity with the two-class method required for participating securities.The dilutive effect of potentially dilutive common shares included in diluted earnings per share is determined in accordance with the treasury stock, if-converted, or contingently issuable accounting methods, depending on the nature of the security.The following table presents the calculation of basic and diluted net income (loss) per share:Â Three Months Ended July 31,Six Months EndedJuly 31,Â 20242023202420232Â Class A Class BClass A Class BClass A Class BClass A Class B(dollars in millions, shares in thousands, except per share data)Basic net income (loss) per share:Numerator:Â Net income (loss), basic$28Â $1Â (106)(5)(10)(1)(220)(10)Denominator:Weighted-average shares outstanding, basic161,310Â 7,302Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Net income (loss) per share, basic$0.18Â $0.18Â (0.68)(0.68)(0.06)(0.06)(1.42)(1.42)Diluted net income (loss) per share:Numerator:Net income (loss)$28Â $1Â (106)(5)(10)(1)(220)(10)Interest and other(3)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Reallocation of net income as result of assumed conversion of Class B to Class A common shares1Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Net income (loss), diluted$26Â $1Â (106)(5)(10)(1)(220)(10)Denominator:Number of shares used in basic calculation161,310Â 7,302Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Weighted-average effect of diluted securities related to:Employee share-based awards2,289Â 3,436Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Convertible senior notes106Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Assumed conversion of Class B to Class A common shares10,738Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Number of shares used in diluted calculation174,443Â 10,738Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Net income (loss) per share, diluted$0.15Â $0.12Â (0.68)(0.68)(0.06)(0.06)(1.42)(1.42)Potentially dilutive securities excluded because they would be anti-dilutive were as follows:Three Months Ended July 31,Six Months EndedJuly 31,Â 20242023202420232023(shares in thousands)Employee share-based awards3,021Â 18,320Â 15,506Â 18,320Â Convertible senior notes5,292Â 7,085Â 5,292Â 7,085Â Total8,313Â 25,405Â 20,798Â 25,405Â 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 as the effect of the capped calls would have been anti-dilutive.17OKTA,Â INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)(unaudited)12. Business CombinationsOn FebruaryÂ 1, 2024, the Company acquired all of the outstanding equity of Spera, an identity security platform provider. The acquisition of Spera is expected to broaden the Company's identity threat detection and security posture management capabilities. The Spera acquisition was accounted for as a business combination.The acquisition date fair value of purchase consideration transferred for Spera of $58 million was paid in cash. Of this amount, $12 million of consideration was transferred to an escrow fund as partial security for any purchase price adjustments and indemnification obligations, and will be paid to the former Spera stockholders following the 18-month anniversary of the closing date (less any such adjustments or indemnification obligations). The Company preliminarily recorded $18 million for developed technology intangible assets with an estimated useful life of 5 years and preliminarily recorded $42 million of goodwill which is primarily attributed to the assembled workforce as well as the integration of Sperâ€™s technology and the Companyâ€™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.The Company entered into revesting agreements with Sperâ€™s founders pursuant to which 238,795 additional shares of Oktaâ€™s Class A common stock was issued as of the closing date which vest over three years. The $20Â million fair value of the unvested restricted stock award is attributable to a post-combination service condition and will be accounted for by the Company separately from the business combination as stock-based compensation expense. Acquisition related expenses incurred were not material. This acquisition did not have a material impact on the Companyâ€™s condensed consolidated financial statements; therefore, historical and pro forma disclosures have not been presented.18OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSItem 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe 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 â€œRisk Factorsâ€ under Part II, Item 1AÂ of this Quarterly Report on FormÂ 10-Q and Part I, Item 1AÂ of our Annual Report on FormÂ 10-K. Our fiscal year ends January 31.OverviewOkta is the leading independent identity partner. Our Workforce Identity Cloud and Customer Identity Cloud, powered by Auth0, 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 Okta to securely access a wide range of cloud, mobile, web and Software-as-a-Service ("SaaS") applications, on-premises servers, application programming interfaces, IT infrastructure providers and services from a multitude of devices. Employees and contractors sign into the Workforce Identity Cloud to seamlessly and securely access the applications they need to do their most important work. Organizations use our platform to collaborate with their partners and to provide their customers with more modern and secure experiences in the cloud and via mobile devices. Developers leverage our Customer Identity Cloud and Workforce Identity Cloud to securely and efficiently embed identity into the software they build, allowing them to innovate and focus on their core missions. Given the growth trends in the number of applications and cloud adoption and the movement to remote and hybrid workforces, identity is becoming the most critical layer of an organizationâ€™s security. As organizations shift from network-based security models to a Zero Trust security model focusing on adaptive and context-aware controls, identity has become the most reliable way to manage user access and protect digital assets. Our approach to identity allows our customers to simplify and efficiently scale their security infrastructures across internal IT systems and external customer facing applications.As of JulyÂ 31, 2024, more than 19,300 customers across nearly every industry used Okta to secure and manage identities around the world. Our customers consist of leading global organizations ranging from the largest enterprises, to small and medium-sized businesses, universities, non-profits and government agencies.

We also partner with leading application, IT infrastructure and security vendors through our Okta Integration Network. As of JulyÂ 31, 2024, 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 acquiring and retaining our customers and increasing the value we provide to our customers over time, and thus their spending with us through expanding the number of users who access our Workforce Identity Cloud and Customer Identity Cloud and up-selling 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 resellers, system integrators and other distribution partners. Our subscription fees include the use of our service and our technical support and management of our platform. We base subscription fees primarily on the products used and the number of users on our platform. We typically invoice customers in advance in annual installments for subscriptions to our platform.Our revenue is relatively predictable as a result of our subscription-based business model, which constituted approximately 98% of total revenue for the six months ended July 31, 2024. 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 billings growth as well as potential future impacts on revenue growth and other key metrics on a trailing basis.19OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Impact of Cybersecurity IncidentsIn 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, adversely impacted our financial results and may create additional liabilities. 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 ConditionsWorldwide economic uncertainties and negative trends, including financial and credit market fluctuations, uncertainty in the banking sector, rising 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 events on our business, results of operations and overall financial position remain uncertain. See the section titled â€œRisk 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.Â Â Â Â Subscription revenue primarily consists of fees for access to and usage of our cloud-based platform and related support. Subscription revenue is driven primarily by the number of customers, the number of users per customer and the products used. We typically invoice customers in advance in annual installments for subscriptions to our platform.Professional Services and Other.Â Â Â Â Professional services revenue includes fees from assisting customers in implementing and optimizing the use of our products. 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 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.Â Â Â Â 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 security organization and 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 platform 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 platform 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.20OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Cost of Professional Services and Other.Â Â Â Â Cost of professional services 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.Â Â Â Â 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.Â Â Â Â Research and development expenses consist primarily of employee compensation costs and allocated overhead. We believe that continued investment in our platform is important for our growth. Sales and Marketing.Â Â Â Â 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 beÂ generally fiveÂ years.General and Administrative.Â Â Â Â 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, and all other supporting corporate expenses, such as information technology, not allocated to other departments.Restructuring and Other Charges. Restructuring and other charges consist primarily of personnel costs, such as notice period, employee severance payments and termination benefits. In addition, restructuring and other charges include certain lease impairment charges.Interest and Other, Net Interest and other, net consists of interest expense, which primarily includes amortization of debt issuance costs and contractual interest expense for our convertible senior notes, interest income from our investment holdings, gains on early extinguishment of debt and gains and losses from our strategic investments.Provision for (Benefit from) Income Taxes Our provision for (benefit from) income taxes consists of federal and state income taxes in the United States and income taxes in certain foreign jurisdictions where we operate. The difference between our effective tax rate and the federal statutory rate is primarily due to a valuation allowance against U.S. deferred tax assets, the tax effect of foreign operations and state taxes. 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 (benefit from) income taxes.21OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Results of Operations The following table sets forth our results of operations for the periods presented: Three Months Ended July 31,Six Months EndedJuly 31,20242023(dollars in millions)Revenue:Subscription$632Â $542Â $1,235Â $1,045Â Professional services and other14Â 14Â 28Â 29Â Total revenue646Â 556Â 1,263Â 1,074Â Cost of revenue:Subscription(1)137Â 128Â 267Â 250Â Professional services and other(1)18Â 21Â 36Â 41Â Total cost of revenue155Â 149Â 303Â 291Â Gross profit491Â 407Â 960Â 783Â Operating expenses:Research and development(1)164Â 172Â 327Â 335Â Sales and marketing(1)238Â 261Â 474Â 517Â General and administrative(1)108Â 119Â 225Â 229Â Restructuring and other chargesâ€”Â 17Â â€”Â 24Â Total operating expenses510Â 569Â 1,026Â 1,105Â Operating loss(19)(162)(66)(322)Interest expense(1)(2)(3)(5)Interest income and other, net29Â 18Â 56Â 35Â Gain on early extinguishment of debt 3Â 42Â 3Â 73Â Interest and other, net31Â 58Â 56Â 103Â Income (loss) before provision for (benefit from) income taxes12Â (104)(10)(219)Provision for (benefit from) income taxes(17)7Â 1Â 11Â Net income (loss)$29Â (111)(11)$(230)(1) Â Â Â Â Includes stock-based compensation expense as follows:Â Three Months Ended July 31,Six Months EndedJuly 31,Â 2024202320242023Â (dollars in millions)Cost of subscription revenue$22Â $21Â $41Â $37Â Cost of professional services and other revenue3Â 4Â 6Â 8Â Research and development56Â 74Â 119Â 142Â Sales and marketing36Â 41Â 66Â 79Â General and administrative31Â 45Â 67Â 85Â Total stock-based compensation expense$148Â $185Â $299Â $351Â 22OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)The following table sets forth our results of operations for the periods presented as a percentage of our total revenue:Â Three Months Ended July 31,Six Months EndedJuly 31,Â 20242023202420232023Revenueâ Â Subscription98Â %97Â %98Â %97Â %Professional services and other2Â 3Â 2Â 3Â Total revenue100Â 100Â 100Â 100Â Cost of revenueSubscription21Â 23Â 21Â 23Â Professional services and other3Â 4Â 3Â 4Â Total cost of revenue24Â 27Â 24Â 27Â Gross profit76Â 73Â 76Â 73Â Operating expensesResearch and development25Â 31Â 25Â 31Â Sales and marketing37Â 47Â 38Â 48Â General and administrative17Â 21Â 18Â 21Â Restructuring and other chargesâ€”Â 3Â â€”Â 3Â Total operating expenses79Â 102Â 81Â 103Â Operating loss(3)(29)(5)(30)Interest expenseâ€”Â â€”Â â€”Â Interest income and other, net4Â 2Â 4Â 3Â Gain on early extinguishment of debt 1Â 8Â â€”Â 7Â Interest and other, net5Â 10Â 4Â 10Â Income (loss) before provision for (benefit from) income taxes2Â (19)(1)(20)Provision for (benefit from) income taxes(3)1Â â€”Â 1Â Net income (loss)5Â %(20)%(1)%(21)%23OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Comparison of the Three and Six Months Ended JulyÂ 31, 2024 and 2023Revenue Â Three Months Ended July 31,Â 20242023$ Change%Â ChangeÂ (dollars in millions)Revenue:Â Â Â Subscription$632Â $542Â $90Â 17Â %Professional services and other14Â 14Â â€”Â (3)Total revenue$646Â $556Â $90Â 16Â Percentage of revenue:Â Â Â Subscription98Â %97Â %Â Â Professional services and other2Â 3Â Â Â Total100Â %100Â %Â Â Six Months EndedJuly 31,20242023$ Change%Â Change(dollars in millions)Revenue:Subscription$1,235Â $1,045Â $190Â 18Â %Professional services and other28Â 29Â (1)(3)Total revenue$1,263Â $1,074Â $189Â 18Â Percentage of revenue:Subscription98Â %97Â %Professional services and other2Â 3Â Total100Â %100Â %Three and six months endedFor the three and six months ended July 31, 2024, the increase in subscription revenue was primarily due to an increase in users and sales of additional products to existing customers and the addition of new customers. The increase in revenue was attributable to increased revenue from existing customers as reflected in our Dollar-Based Net Retention Rate of 110% as of JulyÂ 31, 2024 and an increase in the number of customers as detailed in our Key Business Metrics. For the three and six months ended July 31, 2024, professional services and other revenue was relatively flat.24OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Cost of Revenue, Gross Profit and Gross Margin Â Three Months Ended July 31,Â 20242023$ Change%Â ChangeÂ (dollars in millions)Cost of revenue:Â Â Â Subscription$137Â $128Â $9Â 8Â %Professional services and other18Â 21Â (3)(15)Total cost of revenue$155Â $149Â $6Â 5Â Gross profit$491Â $407Â $84Â 20Â Gross margin:Â Â Â Subscription78Â %77Â %Â Â Professional services and other(31)(49)Â Â Total gross margin76Â 73Â Â Â Six Months EndedJuly 31,20242023$ Change%Â Change(dollars in millions)Cost of revenue:Subscription$267Â $250Â $17Â 7Â %Professional services and other36Â 41Â (5)(13)Total cost of revenue$303Â $291Â $12Â 4Â Gross profit$960Â $783Â $177Â 23Â Gross margin:Subscription78Â %76Â %Professional services and other(28)(43)Total gross margin76Â 73Â Three months endedFor the three months ended July 31, 2024, cost of subscription revenue increased primarily due to an increase of $4 million in employee compensation costs and an increase of $3 million in third-party hosting costs as we expanded capacity to support our growth.Our gross margin for subscription revenue improved to 78% from 77% for the three months ended July 31, 2024 compared to the three months ended JulyÂ 31, 2023. The increase was primarily driven by improved spend efficiency resulting in lower relative cost of subscription revenue.For the three months ended July 31, 2024, cost of professional services and other revenue decreased due to a reduction in employee compensation costs due to lower headcount.Our gross margin for professional services and other revenue improved to (31)% for the three months ended July 31, 2024 compared to (49)% for the three months ended JulyÂ 31, 2023 due to a decrease in cost of professional services and other revenue.Six months endedFor the six months ended July 31, 2024, cost of subscription revenue increased primarily due to an increase of $5 million in employee compensation costs, an increase of $4 million in third-party hosting costs as we expanded capacity to support our growth, an increase of $3 million in software license costs and an increase in consulting costs of $3 million.25OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Our gross margin for subscription revenue improved to 78% from 76% for the six months ended July 31, 2024 compared to the six months ended July 31, 2023. The increase was primarily driven by improved spend efficiency resulting in lower relative cost of subscription revenue.For the six months ended July 31, 2024, cost of professional services and other revenue decreased due to a reduction in employee compensation costs due to lower headcount.Our gross margin for professional services and other revenue improved to (28)% for the six months ended July 31, 2024 compared to (43)% for the six months ended July 31, 2023 due to a decrease in cost of professional services and other revenue.Operating Expenses Research and Development ExpensesÂ Three Months Ended July 31,Â 20242023$ Change%Â ChangeÂ (dollars in millions)Research and development$164Â $172Â $(8)(5)%Percentage of revenue25Â %31Â %Â Â Six Months EndedJuly 31,20242023$ Change%Â Change(dollars in millions)Research and development$327Â $335Â $(8)(3)%Percentage of revenue25Â %31Â %Three months endedFor the three months ended July 31, 2024, research and development expenses decreased due to a reduction in stock-based compensation expense of $19 million, partially offset by higher costs in payroll of $3 million, company events of $2 million and hosting fees of $2 million.Six months endedFor the six months ended July 31, 2024, research and development expenses decreased due to a reduction in stock-based compensation expense of $24 million, partially offset by higher costs in payroll of $7 million and hosting fees of $3 million.26OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Sales and Marketing Expenses Â Three Months Ended July 31,Â 20242023$ Change%Â ChangeÂ (dollars in millions)Sales and marketing$238Â $261Â $(23)(9)%Percentage of revenue37Â %47Â %Â Â Six Months EndedJuly 31,20242023$ Change%Â Change(dollars in millions)Sales and marketing$474Â $517Â $(43)(8)%Percentage of revenue38Â %48Â %Three and six months endedFor the three and six months ended July 31, 2024, sales and marketing expenses decreased primarily due to a reduction in employee compensation costs, driven by lower stock-based compensation expense and lower headcount. The decrease in sales and marketing as a percentage of total revenue was primarily driven by improved spend efficiency. We expect our sales and marketing expenses will continue to be our largest operating expense category for the foreseeable future. We expect sales and marketing expenses as a percentage of total revenue to decrease as our total revenue grows.General and Administrative ExpensesÂ Three Months Ended July 31,Â 20242023$ Change%Â ChangeÂ (dollars in millions)General and administrative$108Â $119Â $(11)(9)%Percentage of revenue17Â %21Â %Â Â Six Months EndedJuly 31,20242023$ Change%Â Change(dollars in millions)General and administrative$225Â $229Â $(4)(2)%Percentage of revenue18Â %21Â %Three months endedFor the three months ended July 31, 2024, general and administrative expenses decreased due to a reduction in stock-based compensation expense of $13 million. We expect general and administrative expenses as a percentage of total revenue to decrease as our total revenue grows.Six months endedFor the six months ended July 31, 2024, general and administrative expenses decreased due to a reduction in stock-based compensation expense of $16 million, partially offset by an increase in consulting costs of $6 million and a $6 million increase in charitable contributions. We expect general and administrative expenses as a percentage of total revenue to decrease as our total revenue grows.27OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Restructuring and Other ChargesThree Months Ended July 31,20242023$ Change%Â Change Â (dollars in millions)Restructuring and other chargesâ€”Â $17Â $(17)(100)%Percentage of revenueâ€”Â %3Â %Six Months EndedJuly 31,20242023$ Change%Â Change Â (dollars in millions)Restructuring and other chargesâ€”Â $24Â $(24)(100)%Percentage of revenueâ€”Â %3Â %Three and six months endedFor the three and six months ended July 31, 2024, we did not incur any restructuring and other charges compared to lease impairment charges incurred in the six months ended JulyÂ 31, 2023.Interest and Other, NetÂ Three Months Ended July 31,Â 20242023$ Change%Â ChangeÂ (dollars in millions)Interest expense(1)(2)$1Â (34)%Interest income and other, net29Â 18Â 11Â 62Â Gain on early extinguishment of debt3Â 42Â (39)(92)Interest and other, net$31Â $58Â $(27)(47)Six Months EndedJuly 31,20242023$ Change%Â Change(dollars in millions)Interest expense(3)(5)$2Â (40)%Interest income and other, net56Â 35Â 21Â 60Â Gain on early extinguishment of debt3Â 73Â (70)(95)Interest and other, net$56Â $103Â $(47)(46)Three and six months endedFor the three and six months ended July 31, 2024, interest and other, net decreased primarily due to a decrease in gains on early extinguishment of debt related to repurchases of the convertible senior notes offset by an increase in interest income from our short-term investments. 28OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(continued)Provision for (Benefit from) Income Taxes Three Months Ended July 31,20242023$ Change%Â Change Â (dollars in millions)Provision for (benefit from) income taxes(17)7Â $(24)(372)%Six Months EndedJuly 31,20242023$ Change%Â Change Â (dollars in millions)Provision for (benefit from) income taxes$1Â $11Â $(10)(98)%Three and six months endedFor the three and six months ended July 31, 2024, our provision for (benefit from) income taxes decreased by $24 million and $10 million, respectively. This decrease is related to the proportion of pre-tax losses recognized in the six months ended July 31, 2024 relative to the forecasted pre-tax income for the full fiscal year 2025.The Tax Cuts and Jobs Act of 2017 requires taxpayers to capitalize and amortize research and development expenses over five years for U.S. activities and 15 years for foreign activities, per IRC Section 174, instead of deducting them in the year they were incurred. Starting in fiscal 2023, this change has increased our U.S. federal and state cash taxes. This impact is expected to continue in future years as our capitalized research and development expenses continue to increase.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 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 released is uncertain. As of JulyÂ 31, 2024, 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 31,20242023(dollars in millions)Number of customers19,300Â 18,400Â Customers with annual contract value ("ACV") above $100,0004,620Â 4,205Â Dollar-based net retention rate for the trailing 12 months ended110Â %115Â %Current remaining performance obligations$1,995Â $1,772Â Remaining performance obligations$3,505Â $3,027Â 29OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Total Customers and Number of Customers with Annual Contract Value Above $100,000As of JulyÂ 31, 2024, we had over 19,300 customers on our platform. We believe that our ability to increase the number of customers on our platform is an indicator of our market penetration, the growth of our business, and our potential future business opportunities. Increasing awareness of our platform and capabilities, coupled with the mainstream adoption of cloud technology, has expanded the diversity of our customer base to include organizations of all sizes across all industries. The number of customers who have greater than $100,000 in annual contract value (â€œACVâ€) with us was 4,620 and 4,205 as of JulyÂ 31, 2024 and 2023, respectively. We expect this trend to continue as larger enterprises recognize the value of our platform 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 platform. For purposes of determining our customer count, we do not include customers that use our platform 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 platform. 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 products used within an existing customer. We assess our performance in this area 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 products associated with a customer as offset by churn and contraction in the number of users and/or products associated with a customer. Our Dollar-Based Net Retention Rate is based upon our ACV which is calculated based on the terms of that customerâ€™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 (â€œPrior Period ACVâ€). We then calculate the ACV from these same customers as of the current period end (â€œCurrent Period ACVâ€). 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 strong Dollar-Based Net Retention Rate is primarily attributable to gross retention, an expansion of users and upselling additional products within our existing customers. Larger enterprises often implement a limited initial deployment of our platform before increasing their deployment on a broader scale. The decrease in our Dollar-Based Net Retention Rate as of JulyÂ 31, 2024, compared to JulyÂ 31, 2023, was primarily a result of the macroeconomic environment, with overall ACV from existing customers increasing at a slower rate in the current period.Remaining Performance Obligations (â€œRPOâ€)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.30OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)Liquidity and Capital Resources As of JulyÂ 31, 2024, our principal sources of liquidity were cash, cash equivalents and short-term investments totaling $2,358 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. treasury securities, money market funds, certificates of deposit and corporate debt securities. Historically, we have generated significant operating losses and both positive and negative cash flows from operations as reflected in our accumulated deficit and condensed consolidated statements of cash flows.Recent macroeconomic events, including rising 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.Effective the first quarter of fiscal 2025, we satisfy employee payroll tax withholding due upon the vesting of share-based compensation awards with our own funds under the "net share settlement" approach. Previously, payroll tax withholding was satisfied via the sale of shares of our common stock in the open market. The net share settlement approach reduces our equity dilution rate by covering such withholding tax obligations from existing cash reserves and impacts future liquidity. The cash outflow to cover these tax obligations is classified as a financing activity in the statement of cash flows.In September 2019, we completed our private offering of the 2025 Notes due on September 1, 2025 and received aggregate gross proceeds of $1,060 million. The interest rate on the 2025 Notes is fixed at 0.125% per year and is payable semi-annually in arrears on March 1 and September 1 of each year, beginning on March 1, 2020. In connection with the 2025 Notes, we used a portion of the proceeds to enter into capped call transactions ("2025 Capped Calls") with respect to our Class A common stock. Our 2025 Notes will be classified as current as of the end of the third quarter of fiscal 2025.In June 2020, we completed our private offering of the 2026 Notes due on June 15, 2026 and received aggregate gross proceeds of $1,150 million. The interest rate on the 2026 Notes is fixed at 0.375% per year and is payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2020. In connection with the 2026 Notes, we used a portion of the proceeds to enter into capped call transactions ("2026 Capped Calls") with respect to our Class A common stock.In the ordinary course of our business, we may, at any time and from time to time, seek to extinguish our outstanding Notes through cash purchases and/or exchanges for equity, in open-market purchases, privately negotiated transactions or otherwise. Such extinguishments, if any, will be conducted on such terms and at such prices as we may determine, and will depend on our evaluation of the prevailing market conditions, trading price of the Notes, our liquidity requirements, legal and contractual restrictions and other factors. During the six months ended JulyÂ 31, 2024, we repurchased $43 million principal amount of the 2026 Notes for $40 million in cash, which resulted in a gain on early extinguishment of debt of $3 million. During fiscal 2024, we repurchased $508 million principal amount of the 2025 Notes for $462 million in cash and $542 million principal amount of the 2026 Notes for $475 million in cash, which resulted in an aggregate gain on early extinguishment of debt of $106 million. The 2025 Capped Calls and 2026 Capped Calls remained outstanding notwithstanding such repurchase. We may, however, elect to terminate the 2025 Capped Calls or 2026 Capped Calls, in full or in part. In connection with any such termination, the option counterparties or their respective affiliates are expected to modify their hedge positions, which activity could affect the market price of our Class A common stock or the trading price of the Notes that remain outstanding. See Note 7 to our condensed consolidated financial statements â€œConvertible Senior Notes, Netâ€ for additional information. 31OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)On FebruaryÂ 1, 2024, we completed the acquisition of Spera, an identity security platform provider. The acquisition date cash consideration transferred was $58 million. Of this amount, $12 million was transferred to an escrow fund as partial security for any purchase price adjustments and indemnification obligations, and will be paid to the former Spera stockholders following the 18-month anniversary of the closing date (less any such adjustments or indemnification obligations). See Note 12 to our condensed consolidated financial statements "Business Combinations" for additional information.We believe our existing cash and cash equivalents, our investments and cash provided by sales of our products and services 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 platform. 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. 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 JulyÂ 31, 2024, we had deferred revenue of $1,415 million, of which $1,394 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: Â Six Months EndedJuly 31,20242023Â (dollars in millions)Net cash provided by operating activities$305Â $182Â Net cash provided by (used in) investing activities(38)554Â Net cash used in financing activities(87)(641)Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cashâ€”Â 2Â Net increase in cash, cash equivalents and restricted cash$180Â $97Â 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 JulyÂ 31, 2024, cash provided by operating activities was $305 million, an increase of $123 million compared to the six months ended JulyÂ 31, 2023. The increase was primarily attributable to an increase in cash received from customers and improved spend efficiency.Investing Activities During the six months ended JulyÂ 31, 2024, cash used in investing activities was $38 million compared to cash provided by investing activities of $554 million during the six months ended JulyÂ 31, 2023. The change was 32OKTA,Â INC. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)primarily attributable to a decrease in proceeds from maturities and sales of available-for-sale securities and an increase in payments for business acquisitions and purchases of securities available-for-sale and other.Financing Activities During the six months ended JulyÂ 31, 2024, cash used in financing activities was $87 million compared to cash used in financing activities of $641Â million during the six months ended JulyÂ 31, 2023. The change was primarily attributable to higher volume of payments made for repurchases of the Notes during the six months ended JulyÂ 31, 2023. Material Cash Requirements Except for the debt extinguishment discussed in Note 7 to our condensed consolidated financial statements included in Part I, Item 1 of this report, there were no significant changes outside the ordinary course of business to our material cash requirements disclosed in our Annual Report on Form 10-K for the fiscal year ended JanuaryÂ 31, 2024.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 and comprehensive loss, 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, 2024 from those discussed in our Annual Report on Form 10-K for the fiscal year ended JanuaryÂ 31, 2024.33Item 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, the United Kingdom, Canada 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, 2024 and 2023, 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 $2,358 million as of JulyÂ 31, 2024, of which $2,185 million was invested in U.S. treasury securities, money market funds, certificates of deposit and corporate debt securities. 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 â€œavailable-for-sale,â€ 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 are due to credit related factors.As of JulyÂ 31, 2024, 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 (loss), and are realized only if we sell the underlying securities prior to maturity. Convertible Senior NotesIn September 2019, we issued the 2025 Notes due SeptemberÂ 1, 2025 with a principal amount of $1,060 million. Concurrently with the issuance of the 2025 Notes, we entered into separate capped call transactions. The 2025 Capped Calls were completed to reduce the potential dilution from the conversion of the 2025 Notes. As of JulyÂ 31, 2024, $552 million principal amount of the 2025 Notes remain outstanding. In June 2020, we issued the 2026 Notes due JuneÂ 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. As of JulyÂ 31, 2024, $565 million principal amount of the 2026 Notes remain outstanding. The 2025 Notes and 2026 Notes have a fixed annual interest rate of 0.125% and 0.375%, respectively; accordingly, we do not have economic interest rate exposure on the Notes. However, the fair value of the Notes is exposed to interest rate risk. Generally, the fair market value of the Notes will increase as interest rates fall and decrease as interest rates rise. In addition, the fair value of the Notes fluctuates when the market

price of our common stock fluctuates. The fair value was determined based on the quoted bid price of the Notes in an over-the-counter market on the last trading day of the reporting period. See Note 7 to our condensed consolidated financial statements â€œConvertible Senior Notes, Netâ€ for additional information. Changes in the interest rate environment upon maturity of this fixed rate debt could have an effect on our future cash flows and earnings, depending on whether the debt is replaced with other fixed rate debt, variable rate debt or equity. 34Item 4. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresOur 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 â€œExchange Actâ€)), 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 ReportingThere 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-QÂ that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.Â Inherent Limitations on Effectiveness of ControlsOur 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.35Part II. OTHER INFORMATIONItem 1. Legal ProceedingsThe information set forth under â€œLegal Mattersâ€ in Note 8 to our condensed consolidated financial statements, â€œCommitments and Contingenciesâ€ is incorporated by reference herein.Item 1A. Risk FactorsA description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks and uncertainties described below, as well as the other information in this Quarterly Report on FormÂ 10-Q, including our condensed consolidated financial statements and the related notes and â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.â€ The occurrence of any of the events or developments described below, or of additional risks and uncertainties not presently known to us or that we currently deem immaterial, could materially and adversely affect our business, results of operations, financial condition and growth prospects. In such an event, the market price of our Class A common stock could decline, and you could lose all or part of your investment.Risk Factor SummaryThis risk factor summary contains a high-level summary of risks associated with our business. It does not contain all of the information that may be important to you, and you should read this risk factor summary together with the more detailed discussion of risks and uncertainties set forth following this summary. A summary of our risks includes, but is not limited to, the following:â€¢Adverse general economic, market and industry conditions and reductions in workforce identity and customer identity spending have, in the past, and may, in the future, reduce demand for our products, which could harm our revenue, results of operations and cash flows.â€¢In the past, we have experienced cybersecurity incidents that allowed unauthorized access to our systems or data or our customersâ€™ data, harmed our reputation, created additional liability and adversely impacted our financial results. We and our third-party service providers may experience similar incidents in the future which may also include disabling access to our service.â€¢We have experienced rapid growth in prior periods, and any failure to effectively manage future growth could harm our business and future prospects.â€¢Our prior growth rates may not be indicative of our future growth. As our costs increase, we may not be able to generate sufficient revenue to achieve and, if achieved, maintain profitability.â€¢If we fail to manage our growth effectively, we may be unable to execute our business plan, maintain high levels of service and customer satisfaction or adequately address competitive challenges.â€¢We face intense competition, especially from larger, well-established companies, and we may lack sufficient financial or other resources to maintain or improve our competitive position.â€¢We have a history of losses, and we may incur losses in the future.â€¢If we are unable to attract new customers, sell additional products to our existing customers or develop new products and enhancements to our products that achieve market acceptance, our revenue growth and profitability will be harmed.â€¢Our business depends on our customers renewing their subscriptions and purchasing additional licenses or subscriptions from us. Any material decline in our Dollar-Based Net Retention Rate would harm our future results of operations.â€¢Customer growth has slowed in recent periods and could fall below expectations.â€¢We may experience quarterly fluctuations in our results of operations due to a number of factors that make our future results difficult to predict and could cause our results of operations to fall below analyst or investor expectations.36â€¢If there are interruptions or performance problems associated with our technology or infrastructure, our existing customers may experience service outages, and our new customers may experience delays in the deployment of our platform.â€¢We and our third-party service providers have, in the past, failed or been perceived to have failed to fully comply with the privacy or security provisions of our privacy policy, our contracts and/or legal or regulatory requirements, which could result in proceedings, actions or penalties against us. We may experience similar incidents in the future.â€¢The stock price of our Class A common stock may be volatile or may decline.â€¢The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our IPO, including our directors, executive officers, and their affiliates, who held in the aggregate 39.4% of the voting power of our capital stock as of JulyÂ 31, 2024. This will limit or preclude your ability to influence corporate matters, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval.â€¢Servicing our debt may require a significant amount of cash. We may not have sufficient cash flow from our business to pay our indebtedness.â€¢We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could harm our business.Risks Related to Our Business and IndustryAdverse general economic, market and industry conditions and reductions in workforce identity and customer identity spending have, in the past, and may, in the future, reduce demand for our products, which could harm our revenue, results of operations and cash flows. Our revenue, results of operations and cash flows depend on the overall demand for our products. Concerns about the inflation and interest rate environment, the instability of financial institutions, health epidemics, the systemic impact of a widespread recession (in the United States or internationally), energy costs, geopolitical issues, such as Russiaâ€™s invasion of Ukraine, or the availability and cost of credit have and could continue to lead to increased market volatility, decreased consumer confidence and diminished growth expectations in the U.S. economy and abroad, which in turn could result in reductions in workforce identity and customer identity spending by our existing and prospective customers. These economic conditions can occur abruptly. Prolonged economic slowdowns may result in customers requesting us to renegotiate existing contracts on less advantageous terms to us than those currently in place or defaulting on payments due on existing contracts or not renewing at the end of the contract term. For example, rising interest rates in the United States have begun to affect businesses across many industries, including ours, by increasing the costs of labor, employee healthcare and other components, which may further constrain our, our customersâ€™ and prospective customersâ€™ budgets. To the extent there is a sustained general economic downturn, and our platforms and services are perceived by customers or potential customers as costly, or too difficult to deploy or migrate to, our revenue may be disproportionately affected by delays or reductions in spending. Our customers may merge with other entities who use alternative identity solutions and, during weak economic times, there is an increased risk that one or more of our customers will file for bankruptcy protection, either of which may harm our revenue, profitability and results of operations. We also face risk from international customers that file for bankruptcy protection in foreign jurisdictions, particularly given that the application of foreign bankruptcy laws may be more difficult to predict. In addition, we may determine that the cost of pursuing any claim may outweigh the recovery potential of such claim. As a result, if economic growth in countries where we do business slows or if such countries experience further economic recession, it could harm our business, revenue, results of operations and cash flows.We have experienced rapid growth in prior periods, and any failure to effectively manage future growth could harm our business and future prospects. We have experienced rapid growth since our founding in 2009. As we continue efforts to expand our business globally, we have faced new macroeconomic conditions, as well as operational and organizational challenges, that make it difficult to forecast our revenue and evaluate our business and future prospects. We have encountered and 37will continue to encounter risks and uncertainties that growing companies frequently experience in rapidly changing industries and macroeconomic environments, including the risks and uncertainties described in this document. Additionally, the sales cycle for the evaluation and implementation of our platform, which typically extends for multiple months for enterprise deals, may also cause us to experience a delay between increasing operating expenses and the generation of corresponding revenue, if any. Accordingly, we may be unable to prepare accurate internal financial forecasts or replace anticipated revenue that we do not receive as a result of delays arising from these factors, and our results of operations in future reporting periods may be below the expectations of investors. If we do not address these risks successfully, our results of operations could differ materially from our estimates and forecasts or the expectations of investors, causing our business to suffer and our stock price to decline.Our prior growth rates may not be indicative of our future growth. As our costs increase, we may not be able to generate sufficient revenue to achieve and, if achieved, maintain profitability.From fiscalÂ 2022Â to fiscalÂ 2023, our revenue grew fromÂ $1,300 millionÂ toÂ $1,858 million, an increase ofÂ 43%,Â and from fiscalÂ 2023Â to fiscalÂ 2024, our revenue grew fromÂ $1,858 millionÂ toÂ $2,263 million, an increase ofÂ 22%. In future periods, we may not be able to sustain revenue growth consistent with recent history, or at all. We believe our revenue growth depends on a number of factors, such as macroeconomic conditions including the inflation and interest rate environment and budget constraints, as well as, but not limited to, our ability to:â€¢price our platform effectively so that we are able to attract and retain customers without compromising our profitability;â€¢attract new customers, successfully deploy and implement our platform, upsell or otherwise increase our existing customersâ€™ use of our platform, obtain customer renewals and provide our customers with excellent customer support;â€¢increase our network of channel partners;â€¢adequately expand our sales force, and maintain or increase our sales forceâ€™s productivity;â€¢protect against security breaches of, technical difficulties with, or interruptions to, the delivery and use of our platform and products, and any negative market perception or customer reactions related to, or arising from the disclosure of, such breaches, difficulties or interruptions; â€¢successfully identify and enter into agreements with suitable acquisition targets, integrate any acquisitions and integrate acquired technologies into our existing products or use them to develop new products;â€¢successfully introduce new products, enhance existing products and address new use cases;â€¢introduce our platform to new markets outside of the United States;â€¢successfully compete against larger companies and new market entrants; andâ€¢increase awareness of our brand on a global basis.If we are unable to accomplish any of these tasks, our revenue growth will be harmed. We also expect our operating expenses to increase in future periods, and if our revenue growth does not increase to offset these anticipated increases in our operating expenses, our business, financial position and results of operations will be harmed, and we may not be able to achieve or maintain profitability.If we fail to manage our growth effectively, we may be unable to execute our business plan, maintain high levels of service and customer satisfaction or adequately address competitive challenges. We have experienced, and may continue to experience, rapid growth and organizational change, which has placed, and may continue to place, significant demands on our management and our operational and financial resources. For example, our headcount has grown from 5,776 employees as of July 31, 2022 to 5,938 employees as of JulyÂ 31, 2024. In order to manage our growth and better align our organizational structure and resources with our business priorities, we may undertake restructuring plans from time to time. For example, during the first quarter of each of fiscal 2024 and fiscal 2025, we announced separate world-wide restructuring plans intended to reduce operating expenses and improve profitability that involved a reduction of our workforce by approximately 300 and 400 full-time employees, respectively. We have in the past encountered, and may in the future encounter, challenges in the execution of these restructuring efforts, such as adverse impacts on employee morale or attrition 38beyond the intended reductions, and these challenges could impact our ability to execute on our business initiatives, which could cause our restructuring efforts to not be as effective as anticipated and harm our financial results.We have also experienced significant growth in the number of customers, users and logins and in the amount of data that our SaaS infrastructure supports. Finally, our organizational structure is becoming more complex as we improve our operational, financial and management controls as well as our reporting systems and procedures. We will require significant capital expenditures and the allocation of valuable management resources to grow and change in these areas without undermining our culture of rapid innovation, teamwork and attention to customer success, which has been central to our growth so far. If we fail to manage our anticipated growth and change in a manner that preserves the key aspects of our corporate culture, the quality of our platform may suffer, which could negatively affect our brand and reputation and harm our ability to retain and attract customers and employees.We have established international offices in the Americas, Asia-Pacific and Europe, and we plan to continue to expand our international operations in the future. Our expansion has placed, and our expected future growth will continue to place, a significant strain on our managerial, customer operations, research and development, marketing and sales, administrative, financial and other resources. If we are unable to manage our continued growth successfully, our business and results of operations could suffer.In addition, as we expand our business, it is important that we continue to maintain a high level of customer service and satisfaction. As our customer base continues to grow, we will need to expand our account management, customer service and other personnel, and our network of independent software vendors (â€œISVsâ€), system integrators and other channel partners, to provide personalized account management and customer service. If we are not able to continue to provide high levels of customer service, our reputation, as well as our business, results of operations and financial condition, could be harmed.We face intense competition, especially from larger, well-established companies, and we may lack sufficient financial or other resources to maintain or improve our competitive position. The markets for our products are rapidly evolving, highly competitive and subject to shifting customer needs and frequent introductions of new technologies. As the markets in which we operate continue to mature and new technologies and competitors enter such markets, we expect competition to intensify. Our competitor categories include, but are not limited to: â€¢Authentication providers;â€¢Access and lifecycle management providers; â€¢Multi-factor authentication providers; â€¢Infrastructure-as-a-service providers;â€¢Other customer identity and access management providers; andâ€¢Solutions developed in-house by our potential customers.We compete with both cloud-based and on-premise enterprise application software providers. Our competitors vary in size and in the breadth and scope of the products and services offered. However, many of our competitors have substantial competitive advantages such as significantly greater financial, technical, sales and marketing, distribution, customer support or other resources, larger intellectual property portfolios, longer operating histories, greater resources to make strategic acquisitions and greater name recognition than we do. Our principal competitor is Microsoft. With the continuing merger and acquisition activity in the technology industry, particularly transactions involving security or identity and access management technologies, there is a greater likelihood that we will compete with other large technology companies in the future in both the workforce identity and customer identity markets. In addition, some of our larger competitors have substantially broader product offerings and leverage their relationships based on other products or incorporate functionality into existing products to gain business in a manner that discourages users from purchasing our products, including through selling at zero or negative margins, product bundling or closed technology platforms. Potential customers may also prefer to purchase from their existing suppliers rather than a new supplier regardless of product performance or features. These larger 39competitors often have broader product lines and market focus and as a result are not as susceptible to downturns in a particular market. Our competitors may also seek to acquire new offerings or repurpose their existing offerings to provide identity solutions with subscription models. Conditions in our market could change rapidly and significantly as a result of technological advancements, partnering by our competitors or continuing market consolidation. New start-up companies that innovate and large competitors that are making significant investments in research and development may invent similar or superior products and technologies that compete with our products. In addition, some of our competitors may enter into new alliances with each other or may establish or strengthen cooperative relationships with systems integrators, third-party consulting firms or other parties. Any such consolidation, acquisition, alliance or cooperative relationship could lead to pricing pressure and our loss of market share and could result in a competitor with greater financial, technical, marketing, service and other resources, all of which could harm our ability to compete. Furthermore, organizations may be more willing to incrementally add solutions to their existing infrastructure from competitors than to replace their existing infrastructure with our products. These competitive pressures in our market or our failure to compete effectively may result in price reductions, fewer orders, reduced revenue and gross

margins, increased net losses, and loss of market share. Any failure to meet and address these factors could harm our business, results of operations and financial condition.We have a history of losses, and we may incur losses in the future.While we achieved profitability for the quarter ended July 31, 2024, we have incurred significant net losses in each year since our inception, including net losses ofÂ $848 million,Â $815 millionÂ and $355 million in fiscalÂ 2022,Â 2023 and 2024, respectively.Â Our operating expenses could increase over the next several years as we hire additional personnel, particularly in sales and marketing, expand and improve the effectiveness of our distribution channels, expand our operations and infrastructure, both domestically and internationally, pursue business combinations and continue to develop our platform. If our revenue does not increase to offset these increases in our operating expenses, we will not continue to be profitable in future periods. Further, in future periods, our revenue growth could slow or our revenue could decline for a number of reasons, including slowing demand for our software, increasing competition, any failure to gain or retain channel partners, a decrease in the growth of our overall market, or our failure, for any reason, to continue to capitalize on growth opportunities. As a result, our past financial performance should not be considered indicative of our future performance. Any failure by us to sustain profitability on a consistent basis could cause the value of our common stock to decline.If we are unable to attract new customers, sell additional products to our existing customers or develop new products and enhancements to our products that achieve market acceptance, our revenue growth and profitability will be harmed. To increase our revenue and achieve and maintain profitability, we must add new customers or sell additional products to our existing customers. Numerous factors, however, may impede our ability to add new customers and sell additional products to our existing customers, including our failure to convert new organizations into paying customers, failure to attract, effectively train, retain and motivate sales and marketing personnel, failure to develop or expand relationships with channel partners, failure to successfully deploy products for new customers and provide quality customer support, failure to ensure the effectiveness of our marketing programs, or any negative market perception stemming from past or future security breaches. In addition, if prospective customers do not perceive our platform to be of sufficiently high value and quality, we will not be able to attract the number and types of new customers that we are seeking.In addition, our ability to attract new customers and increase revenue from existing customers depends in large part on our ability to enhance and improve our existing products and to introduce compelling new products that reflect the changing nature of our markets. The success of any enhancement to our products depends on several factors, including timely completion and delivery, competitive pricing, adequate quality testing, integration with existing technologies and our platform and overall market acceptance. If we are unable to successfully develop new products, enhance our existing products to meet customer requirements, or otherwise gain market acceptance, our business, results of operations and financial condition would be harmed.Further, to grow our business, we must convince developers to adopt and build their applications using our APIs and products. We believe that these developer-built applications facilitate greater usage and customization of our products. If these developers stop developing on or supporting our platform, we will lose the benefit of network effects that have contributed to the growth in our number of customers, and our business (including the performance levels of our products), results of operations and financial condition could be harmed.40Our business depends on our customers renewing their subscriptions and purchasing additional licenses or subscriptions from us. Any material decline in our Dollar-Based Net Retention Rate would harm our future results of operations.To continue to grow our business, it is important that our customers renew their subscriptions when existing contract terms expire and that we expand our commercial relationships with our existing customers. Our customers have no obligation to renew their subscriptions, and our customers may decide not to renew their subscriptions with a similar contract period, at the same prices and terms, or with the same or a greater number of users. We have experienced significant growth in the number of users of our platform, but we do not know whether we will continue to achieve similar user growth rates in the future. In the past, some of our customers have elected not to renew their agreements with us, and it is difficult to accurately predict long-term customer retention and expansion rates. Our customer retention and expansion has, in the past, and may, in the future, decline or fluctuate as a result of a number of factors, including our customersâ€™ satisfaction with our products, our product support, our prices and pricing plans, particularly in light of macroeconomic conditions, the inflation and interest rate environment and increased costs, the prices of competing software products, reductions in our customersâ€™ spending levels, user adoption of our platform, deployment success, negative sentiment stemming from cybersecurity incidents, utilization rates by our customers, new product releases and changes to the packaging of our product offerings. If our customers do not purchase additional subscriptions or renew their subscriptions, renew on less favorable terms or fail to add more users, our revenue may decline or grow less quickly than anticipated, which would harm our future results of operations. Furthermore, if our contractual subscription terms were to shorten it could lead to increased volatility of, and diminished visibility into, future recurring revenue. If our sales of new or recurring subscriptions and software-related support service contracts decline from existing customers, our revenue and revenue growth may decline, and our business will suffer.Customer growth has slowed in recent periods and could fall below expectations.We have experienced significant growth in the number of our customers since our founding in 2009, but this growth has slowed in recent periods. As we increase our focus on sales to the worldâ€™s largest organizations, we do not expect customer growth to continue at the same pace as it has previously. This could cause customer growth to fall below analyst or investor expectations. If we fail to meet or exceed such expectations for this or any other reason, the market price of our Class A common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.We may experience quarterly fluctuations in our results of operations due to a number of factors that make our future results difficult to predict and could cause our results of operations to fall below analyst or investor expectations. Our quarterly results of operations fluctuate from quarter to quarter as a result of a number of factors, many of which are outside of our control and may be difficult to predict, including, but not limited to:â€¢the level of demand for our platform;â€¢our ability to attract new customers, obtain renewals from existing customers and upsell or otherwise increase our existing customersâ€™ use of our platform;â€¢the timing and success of new product introductions by us or our competitors or any other change in the competitive landscape of our market;â€¢security breaches of, technical difficulties with, or interruptions to, the delivery and use of our platform and products, and any negative market perception or customer reactions related to, or arising from the disclosure of, such breaches, difficulties or interruptions; â€¢pricing pressure as a result of competition, the inflation and interest rate environment and increased costs;â€¢seasonal buying patterns for IT spending;â€¢the mix of revenue attributable to larger transactions as opposed to smaller transactions, and the associated volatility and timing of our transactions;â€¢changes in remaining performance obligations (â€œRPOâ€) due to seasonality, the timing of and compounding effects of renewals, invoice duration, size and timing, new business linearity between quarters and within a 41quarter, average contract term or fluctuations due to foreign currency movements, all of which may impact implied growth rates;â€¢errors in our forecasting of the demand for our products, which could lead to lower revenue, increased costs or both;â€¢increases in and timing of sales and marketing and other operating expenses that we may incur to grow and expand our operations and to remain competitive;â€¢our ability to comply with privacy laws and requirements;â€¢costs related to the acquisition of businesses, talent, technologies or intellectual property, including potentially significant amortization costs and possible write-downs; â€¢credit or other difficulties confronting our channel partners;â€¢adverse litigation judgments, settlements of litigation and other disputes or other litigation-related or dispute-related costs;â€¢the impact of new accounting pronouncements and associated system implementations;â€¢changes in the legislative or regulatory environment;â€¢fluctuations in foreign currency exchange rates;â€¢expenses related to real estate, including our office leases, and other fixed expenses; â€¢health epidemics, such as COVID-19, influenza and other highly communicable diseases or viruses; andâ€¢general economic conditions in either domestic or international markets, including the inflation and interest rate environment, geopolitical uncertainty and instability.Any one or more of the factors above may result in significant fluctuations in our results of operations. You should not rely on our past results as an indicator of our future performance.The variability and unpredictability of our quarterly results of operations or other operating metrics could result in our failure to meet our expectations or those of analysts that cover us or investors with respect to revenue or other metrics for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our Class A common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.Our ability to introduce new products and features is dependent on adequate research and development resources and our ability to successfully complete acquisitions.Â If we do not adequately fund our research and development efforts or complete acquisitions successfully, we may not be able to compete effectively and our business and results of operations may be harmed.To remain competitive, we must continue to develop new products, applications and enhancements to our existing platform. This is particularly true as we further expand and diversify our capabilities. Maintaining adequate research and development resources, such as the appropriate personnel and development technology, to meet the demands of the market is essential. If we elect not to or are unable to develop products internally, we may choose to expand into a certain market or strategy via an acquisition for which we could potentially pay too much or fail to successfully integrate into our operations. Further, many of our competitors expend a considerably greater amount of funds on their respective research and development programs, and those that do not may be acquired by larger companies that could allocate greater resources to our competitorsâ€™ research and development programs. Our failure to maintain adequate research and development resources or to compete effectively with the research and development programs of our competitors would give an advantage to such competitors and may harm our business, results of operations and financial condition. Even if we maintain adequate research and development resources, we may be unable to monetize newly developed products or features such that we can recoup our research and development expenditures. For example, if we develop a new product feature but our competitors give an equivalent feature away for free, we may need to also include our newly developed feature for free as part of an existing product offering to remain competitive in the 42marketplace. Such a loss of anticipated revenue to offset our research and development expenditures may harm our business, results of operations and financial condition. Future acquisitions, investments, partnerships or alliances could be difficult to identify and integrate, divert the attention of management personnel, disrupt our business, dilute stockholder value and harm our results of operations and financial condition.We have in the past acquired, and we may in the future seek to acquire or invest in, businesses, products, teams or technologies that we believe could complement or expand our current platform, enhance our technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. In addition, we have limited experience in acquiring other businesses. If we acquire additional businesses, we may not be able to successfully integrate and retain the acquired personnel, integrate the acquired operations and technologies, and adequately test and assimilate the internal control processes of the acquired business in accordance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (â€œSarbanes-Oxley Actâ€), or effectively manage the combined business following the acquisition.We may not be able to find and identify desirable acquisition targets or we may not be successful in entering into an agreement with any particular target. Acquisitions could also result in dilutive issuances of equity securities, use of our available cash or the incurrence of debt, or in adverse tax consequences or unfavorable accounting treatment, which could harm our results of operations.In addition, from time to time we invest in private growth stage companies for strategic reasons and to support key business initiatives, and we may not realize a return on these investments. All of our venture investments are subject to a risk of partial or total loss of investment capital.Acquisitions and strategic transactions involve numerous risks, including:â€¢delays or reductions in customer purchases for both us and the acquired business; â€¢disruption of partner and customer relationships;â€¢potential loss of key employees of the acquired company;â€¢claims by and disputes with the acquired companyâ€™s employees, customers, stockholders or third parties;â€¢unknown liabilities or risks associated with the acquired business, product or technology, such as contractual obligations, potential security vulnerabilities of the acquired company and its products and services, potential intellectual property infringement, costs arising from the acquired companyâ€™s failure to comply with legal or regulatory requirements and litigation matters;â€¢acquired technologies or products may not comply with legal or regulatory requirements and may require us to make additional investments to make them compliant;â€¢acquired technologies or products may not be able to provide the same support service levels that we generally offer with our other products; â€¢acquired businesses, technologies or products could be viewed unfavorably by our partners, our customers, our stockholders or securities analysts;â€¢unforeseen integration or other expenses; andâ€¢future impairment of goodwill or other acquired intangible assets. In addition, if an acquired business fails to meet our expectations, our business, results of operations and financial condition could suffer.Because our long-term success depends, in part, on our ability to expand the sales of our products to customers located outside of the United States, our business will be susceptible to risks associated with international operations. We currently have sales personnel outside the United States and maintain offices outside the United States in the Americas, Asia-Pacific and Europe, and we plan to continue to expand our international operations. 43Our international revenue was 22% and 21% of our total revenue in fiscal 2023 and fiscal 2024, respectively. Any international expansion efforts that we may undertake may not be successful. In addition, conducting international operations subjects us to new risks, some of which we have not generally faced in the United States. These risks include, among other things:â€¢macroeconomic conditions, including the inflation and interest rate environment;â€¢unexpected costs and errors in the localization of our products, including translation into foreign languages and adaptation for local practices and regulatory requirements;â€¢lack of familiarity and burdens of complying with foreign laws, legal standards, privacy standards, regulatory requirements, tariffs and other barriers;â€¢laws and business practices favoring local competitors or commercial parties;â€¢costs and liabilities related to compliance with the numerous and ever-growing landscape of U.S. and international data privacy and cybersecurity regimes, many of which involve disparate standards and enforcement approaches, to address cross-border data flows;â€¢greater risk that our foreign employees or partners will fail to comply with U.S. and foreign laws;â€¢practical difficulties of enforcing intellectual property rights in countries with fluctuating laws and standards and reduced or varied protection for intellectual property rights in some countries;â€¢restrictive governmental actions focusing on cross-border trade, including taxes, trade laws, tariffs, import and export restrictions or quotas, barriers, sanctions, custom duties or other trade restrictions;â€¢unexpected changes in legal and regulatory requirements;â€¢difficulties in managing systems integrators and technology partners;â€¢differing technology standards;â€¢longer accounts receivable payment cycles and difficulties in collecting accounts receivable;â€¢difficulties in managing and staffing international operations and differing employer/employee relationships and local employment laws;â€¢political, economic and social instability, war, terrorist activities or armed conflict, including Russia's invasion of Ukraine;â€¢global economic uncertainty caused by global political events;â€¢health epidemics, such as COVID-19, influenza and other highly communicable diseases or viruses;â€¢fluctuations in exchange rates that may increase the volatility of our foreign-based revenue and expense; andâ€¢potentially adverse tax consequences, including the complexities of foreign value added tax (or other tax) systems and restrictions on the repatriation of earnings.Additionally, operating in international markets also requires significant management attention and financial resources. We cannot be certain that the investment and additional resources required in establishing operations in other countries will produce desired levels of revenue or profitability.We have not engaged in currency hedging activities to limit risk of exchange rate fluctuations. Changes in exchange rates affect our costs and earnings, and may also affect the book value of our assets located outside the United States and the amount of our stockholdersâ€™ equity.If we invest substantial time and resources to expand our international operations and are unable to do so successfully and in a timely manner, our business and results of operations will suffer.44If we fail to adapt to rapid technological change, our ability to remain competitive could be impaired.The industry in which we compete is characterized by rapid technological change, frequent introductions of new products and evolving industry standards. Our ability to attract new customers and increase revenue from existing customers will depend in significant part on our ability to anticipate industry standards and trends and continue to enhance existing products or introduce or acquire new products on a timely basis to keep pace with technological developments. The success of any enhancement or new product depends on several factors, including the timely completion and market acceptance of the enhancement or new product. Any new product we develop or acquire might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue. If any of our competitors implements new technologies before we are able to implement them, those competitors may be able to provide more effective products than ours at lower prices. Any delay or failure in the introduction of new or enhanced products could harm our business, results of operations and financial condition.Our financial results may fluctuate due to increasing variability in our sales cycles. We plan our expenses based on certain assumptions about the length and variability of our sales cycle. These assumptions are based upon historical trends for sales cycles and conversion rates associated with our existing customers. As we continue to focus on sales to larger organizations and in light of the current macroeconomic environment, our sales cycles are lengthening in certain circumstances and becoming less predictable, which may harm our financial results. Other factors that may influence the length and variability of our sales cycle include, among other things:â€¢the need to raise awareness about the uses and benefits of our platform, including our customer identity products;â€¢the need to allay privacy, regulatory and security concerns;â€¢the discretionary nature of purchasing and budget cycles and decisions;â€¢the competitive nature of evaluation and purchasing processes;â€¢announcements or planned introductions of new products, features or functionality by us or our competitors; andâ€¢often lengthy purchasing approval processes.Our increasing focus on sales to larger organizations may further increase the variability of our financial results. If we are unable to close one or more of such expected

significant transactions in a particular period, or if such an expected transaction is delayed until a subsequent period, our results of operations for that period, and for any future periods in which revenue from such transaction would otherwise have been recognized, may be harmed.Our growth depends, in part, on the success of our strategic relationships with third parties. To grow our business, we anticipate that we will continue to depend on relationships with third parties, such as channel partners. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. Our competitors may be effective in causing third parties to favor their products or services over subscriptions to our platform. In addition, acquisitions of such partners by our competitors could result in a decrease in the number of our current and potential customers, as these partners may no longer facilitate the adoption of our applications by potential customers. Further, some of our partners are or may become competitive with certain of our products and may elect to no longer integrate with our platform. If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenue could be impaired, and our results of operations may suffer. Even if we are successful, we cannot ensure that these relationships will result in increased customer usage of our applications or increased revenue.Failure to effectively develop and expand our marketing and sales capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our products. Our ability to increase our customer base and achieve broader market acceptance of our products will depend to a significant extent on our ability to expand our marketing and sales operations. We plan to continue expanding our direct sales force and engaging additional channel partners, both domestically and internationally. This expansion will require us to invest significant financial and other resources. Our business will be harmed if our 45efforts do not generate a corresponding increase in revenue. We may not achieve anticipated revenue growth from expanding our direct sales force if we are unable to hire and develop talented direct sales personnel, if our new direct sales personnel are unable to achieve desired productivity levels in a reasonable period of time or if we are unable to retain our existing direct sales personnel. We also may not achieve anticipated revenue growth from our channel partners if we are unable to attract and retain additional motivated channel partners, if any existing or future channel partners fail to successfully market, resell, implement or support our products for their customers, or if they represent multiple providers and devote greater resources to market, resell, implement and support the products and solutions of these other providers. For example, some of our channel partners also sell or provide integration and administration services for our competitorsâ€™ products, and if such channel partners devote greater resources to marketing, reselling and supporting competing products, this could harm our business, results of operations and financial condition.Various factors may cause our product implementations to be delayed, inefficient or otherwise unsuccessful. Our business depends upon the successful implementation of our products by our customers. Increasingly, we, as well as our customers, rely on our network of partners to deliver implementation services, and there may not be enough qualified implementation partners available to meet customer demand. Various factors may cause implementations to be delayed, inefficient or otherwise unsuccessful. For example, changes in the functional requirements of our customers, delays in timeline, or deviation from recommended best practices may occur during the course of an implementation project. As a result of these and other risks, we or our customers may incur significant implementation costs in connection with the purchase, implementation and enablement of our products. Some customer implementations may take longer than planned or fail to meet our customersâ€™ expectations, which may delay our ability to sell additional products or result in customers canceling or failing to renew their subscriptions before our products have been fully implemented. Unsuccessful, lengthy, or costly customer implementation and integration projects could result in claims from customers, harm to our reputation, and opportunities for competitors to displace our products, each of which could have an adverse effect on our business and results of operations.A portion of our revenues are generated by sales to government entities, which are subject to a number of challenges and risks. A portion of our sales are to partners that resell our services to government agencies, and we have made, and plan to continue to make, investments to support future sales opportunities in the government sector. The sale of our services to government agencies is tied to budget cycles, and there are government requirements and authorizations that we may be required to meet. Further, we may be subject to audits and investigations regarding our role as a subcontractor in government contracts, and violations could result in penalties and sanctions, including contract termination, refunding or forfeiting payments, fines, and suspension or debarment from future government business. Selling to these entities can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense. Government entities often require contract terms that differ from our standard arrangements and impose additional compliance requirements, require increased attention to pricing practices, or are otherwise time consuming and expensive to satisfy. For example, some of our government entity customers contract with us on the basis of our authorization under FedRAMP, which has, in the past, and may, in the future, require us to undertake additional actions and expense to ensure compliance. Government entities may also have statutory, contractual or other legal rights to terminate contracts with our partners for convenience, for lack of funding or due to a default, and any such termination may adversely impact our future results of operations. If we represent that we meet certain standards, authorizations (such as FedRAMP) or requirements and do not meet them, or if such authorizations are suspended or revoked, we could be subject to increased liability from our customers, investigation by regulators or termination rights. Even if we do meet them, the additional costs associated with providing our service to government entities could harm our margins. Moreover, changes in underlying regulatory requirements could be an impediment to our ability to efficiently provide our service to government customers and to grow or maintain our customer base. Any of these risks related to contracting with government entities could adversely impact our future sales and results of operations, or make them more difficult to predict.46If we fail to enhance our brand cost-effectively, our ability to expand our customer base will be impaired and our business, results of operations and financial condition may suffer.We believe that developing and maintaining awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our existing and future products and is an important element in attracting new customers. Furthermore, we believe that the importance of brand recognition will increase as competition in our market increases. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to provide reliable and useful products at competitive prices. In the past, our efforts to build our brand have involved significant expenses and have not always attracted a sufficient number of new customers to be cost-effective. Brand promotion activities may not yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses in an unsuccessful attempt to promote and maintain our brand, we may fail to attract new customers or retain our existing customers to the extent necessary to realize a sufficient return on our brand-building efforts, and our business, results of operations and financial condition could suffer.We may not set optimal prices for our products. In the past, we have at times adjusted our prices either for individual customers in connection with long-term agreements or for a particular product. We expect that we may need to change our pricing in future periods and potentially in response to the inflation and interest rate environment and increased costs. Further, as competitors introduce new products that compete with ours or reduce their prices, we may be unable to attract new customers or retain existing customers based on our historical pricing. As we expand internationally, we also must determine the appropriate price to enable us to compete effectively internationally. In addition, if our mix of products sold changes, then we may need to, or choose to, revise our pricing. As a result, we may be required or choose to reduce our prices or change our pricing model, which could harm our business, results of operations and financial condition.Our failure to raise additional capital or generate cash flows necessary to expand our operations and invest in new technologies in the future could reduce our ability to compete successfully and harm our results of operations.We may need to raise additional funds, and we may not be able to obtain additional debt or equity financing on favorable terms, if at all. If we raise additional equity or convertible debt financing, our security holders may experience significant dilution of their ownership interests. If we engage in additional debt financing, we may be required to accept terms that restrict our ability to incur additional indebtedness, force us to maintain specified liquidity or other ratios or restrict our ability to pay dividends or make acquisitions. If we need additional capital and cannot raise it on acceptable terms, or at all, we may not be able to, among other things:â€¢develop and enhance our products;â€¢continue to expand our product development, sales and marketing organizations;â€¢hire, train and retain employees;â€¢respond to competitive pressures or unanticipated working capital requirements; orâ€¢pursue acquisition opportunities.Our inability to do any of the foregoing could reduce our ability to compete successfully and harm our business, results of operations and financial condition.We may be subject to liability claims if we breach our contracts and our insurance may be inadequate to cover our losses.We are subject to numerous obligations in our contracts with our customers and partners.Â Despite the procedures, systems and internal controls we have implemented to comply with our contracts, we may breach these commitments, whether through a weakness in these procedures, systems and internal controls, negligence or the willful act of an employee or contractor. OurÂ insurance policies, including our errors and omissions insurance, may be inadequate to compensate us for the potentially significant losses that may result from claims arising from breaches of our contracts, disruptions in our service, including those caused by cybersecurity incidents, failures or disruptions to our infrastructure, catastrophic events and disasters or otherwise. In addition, such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, our insurance may not cover all 47claims made against us and defending a suit, regardless of its merit, could be costly and divert managementâ€™s attention.Increased and complex scrutiny of environmental, social and governance (â€œESGâ€) matters may require us to incur additional costs or otherwise adversely impact our business. Increased attention to climate change; diversity, equity and inclusion; and other ESG issues, as well as societal expectations regarding voluntary ESG initiatives and disclosures, may result in increased costs (including but not limited to, increased costs related to compliance, stakeholder engagement and contracting), impact our reputation, or otherwise affect our business performance. In addition, organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on ESG matters. Such ratings are used by some investors to inform their investment or voting decisions. Unfavorable ESG ratings could lead to negative investor sentiment toward us and/or our industry, which could have a negative impact on our access to and costs of capital. To the extent ESG matters negatively impact our reputation, we may also not be able to compete as effectively to recruit or retain employees. We may take certain actions, including the establishment of ESG-related goals or targets, to improve our ESG profile and/or respond to stakeholder demand; however, such actions may be costly or be subject to numerous conditions that are outside our control, and we cannot guarantee that such actions will have the desired effect.Moreover, while we may create and publish voluntary disclosures regarding ESG matters from time to time, many of the statements in those voluntary disclosures are based on hypothetical expectations and assumptions that may or may not be representative of current or actual risks or events or forecasts of expected risks or events, including the costs associated therewith. Such expectations and assumptions are necessarily uncertain and may be prone to error or subject to misinterpretation given the long timelines involved and the lack of an established single approach to identifying, measuring and reporting on many ESG matters. Such disclosures may also be at least partially reliant on third-party information that we have not independently verified or cannot be independently verified. In addition, we expect there will likely be increasing levels of regulation, disclosure-related and otherwise, with respect to ESG matters, and increased regulation will likely lead to increased compliance costs as well as scrutiny that could heighten all of the risks identified in this risk factor. Such ESG matters may also impact our customers, which may adversely impact our business, financial condition, or results of operations.Risks Related to Intellectual Property, Infrastructure Technology, Data Privacy and SecurityIf there are interruptions or performance problems associated with our technology or infrastructure,Â our existing customers may experience service outages, and our new customers may experience delays in the deployment of our platform. Our continued growth depends, in part, on the ability of our existing and potential customers to access our platform 24 hours a day, seven days a week, without interruption or degradation of performance. We have, in the past, and may, in the future, experience disruptions, data loss or corruption, outages and other performance problems with our infrastructure or service due to a variety of factors. These factors include, for example, infrastructure and functionality changes, human or software errors, capacity constraints, ransomware attacks that encrypt our data and render it inaccessible or security-related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems immediately, and it could take months, or even years, for such problems to become pronounced enough for us to detect or for our customers to detect and inform us. We may not be able to maintain the level of service uptime and performance required by our customers, especially during peak usage times and as our products become more complex and our user traffic increases. If our platform is unavailable or if our customers are unable to access our products or deploy them within a reasonable amount of time, or at all, our business would be harmed. Since our customers rely on our service to access and complete their work, any outage on our platform would impair the ability of our customers to perform their work, which would negatively impact our brand, reputation and customer satisfaction.Â Moreover, we depend on services from various third parties to maintain our infrastructure and distribute our products via the internet. If a service provider fails to provide sufficient capacity to support our platform or otherwise experiences service outages, including intentionally blocking our internet traffic or all internet traffic, for example at the request of a national government intending to isolate its countryâ€™s network, such failure could interrupt our customersâ€™ access to our service, which could adversely affect their perception of our platformâ€™s reliability and our revenues. Any disruptions in these services, including as a result of actions outside of our control, would significantly impact the continued performance of our products. In the future, these services may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of these services could result in decreased functionality of our products until equivalent technology is either 48developed by us or, if available from another provider, is identified, obtained and integrated into our infrastructure. If we do not accurately predict our infrastructure capacity requirements, our customers could experience service shortfalls. We may also be unable to effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology.Any of the above circumstances or events may harm our reputation, cause customers to terminate their agreements with us, impair our ability to obtain subscription renewals from existing customers, impair our ability to grow our customer base, result in the expenditure of significant financial, technical and engineering resources, subject us to financial penalties and liabilities under our service level agreements, and otherwise harm our business, results of operations and financial condition.In the past, we have experienced cybersecurity incidents that allowed unauthorized access to our systems or data or our customersâ€™ data, harmed our reputation, created additional liability and adversely impacted our financial results. We and our third-party service providers may experience similar incidents in the future which may also include disabling access to our service.Increasingly, companies, including Okta, are subject to a wide variety of attacks on their systems and networks on an ongoing basis. In addition to threats from traditional computer â€œhackers,â€ malicious code (such as malware, viruses, worms and ransomware), employee or contractor theft or misuse, password spraying, phishing and denial-of-service attacks, â€œbugs,â€ or other vulnerabilities, we and our third-party service providers now also face threats from sophisticated nation-state actors and organized crime groups who engage in attacks (including advanced persistent threat intrusions) that add to the risks to our systems (including those hosted on AWSâ€™ or other cloud services providersâ€™ systems), internal networks, our customersâ€™ systems and the information that we and they store and process. For example, like other companies, we have experienced an increase in cybersecurity attacks and have had to expend increasing amounts of human and financial capital to respond. We expect that these cybersecurity attacks will continue and that the scope and sophistication of these efforts will increase in future periods. Despite significant efforts to create security barriers to such threats, it is virtually impossible for us to entirely mitigate these risks. As a well-known provider of identity and security solutions that form a part of our customersâ€™ security software supply chain, we pose an attractive target for such attacks. The security measures we have integrated into our internal systems and platform, which are designed to detect unauthorized activity and prevent or minimize security breaches, may not function as expected and have not in the past been, and may not in the future be, sufficient to protect our internal networks and platform against certain attacks. In addition, techniques used to sabotage or to obtain unauthorized access to networks in which data is stored or through which data is transmitted change frequently, become more complex over time and generally are not recognized until launched against a target. As a result, we and our third-party service providers have in the past been, and may in the future be, unable to anticipate these techniques or implement adequate preventative measures quickly enough to prevent either an electronic intrusion into our systems or services or a compromise of customer data, employee data or other protected information.Our customersâ€™ use of Okta to access business systems and store data concerning, among others, their employees, contractors, partners and customers is essential to their use of our platform, which stores, transmits and processes customersâ€™ proprietary information and usersâ€™ personal data. Okta has experienced and likely will in the future experience attacks targeting such customer data. When such breaches occur, as a result ofÂ third-partyÂ action, technology limitations, employee or contractor error, malfeasance or otherwise, and if the confidentiality, integrity or availability of our customersâ€™ data or systems is disrupted, we could incur significant liability to our customers and to individuals or businesses whose information was being stored by our customers, and our platform may be perceived as less desirable, which could negatively affect our business and damage our reputation. Techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and generally are not recognized until launched against a target. As a result, we, our third-party service providers and our customers have not in the past been, and may not in the future be, able to anticipate these techniques or to implement adequate preventive measures. Further, because we do not control our third-party service providers, or the processing of

data by our third-party service providers, we cannot ensure the integrity or security of measures they take to protect customer information and prevent data loss.In addition, security breaches impacting our platform have in certain cases resulted in and could in the future result in a risk of loss or unauthorized disclosure or theft of this information, or the denial of access to this information, which, in turn, could lead to enforcement actions, litigation, regulatory or governmental audits, investigations and possible liability, and increased requests by individuals regarding their personal data. Security breaches could also damage our relationships with and ability to attract customers and partners, and trigger service 49availability, indemnification and other contractual obligations. For example, our customers have in the past published public criticisms of our security practices in connection with security incidents, and these postings harm our reputation and brand. Security incidents may also cause us to incur significant investigation, mitigation, remediation, notification and other expenses. Furthermore, as a well-known provider of identity and security solutions that form a part of our customersâ€™ security software supply chain, any such breach, including a breach of our customersâ€™ systems, could compromise systems secured by our products, creating system disruptions or slowdowns and exploiting security vulnerabilities of our or our customersâ€™ systems, and the information stored on our or our customersâ€™ systems could be accessed, publicly disclosed, altered, lost or stolen, which could subject us to liability and cause us financial harm. Our disclosures concerning security incidents also may become the subject of litigation, and our disclosures concerning the January 2022 compromise, for example, have become the subject of lawsuits, as discussed in Item 1, â€œLegal Proceedingsâ€ above. While we have taken a number of remediation steps, there is no guarantee that our preventative and mitigation actions with respect to this incident and others like it will fully eliminate the risk of a malicious compromise of our or our customersâ€™ systems.We have experienced cybersecurity incidents resulting from our use of and oversight over third-party service providers and may experience such incidents in the future. These incidents have, in the past, and may, in the future, result from our configuration of such providersâ€™ products or from cybersecurity attacks on such providers of the same type that could affect our own systems. While we have implemented security measures and configuration policies that seek to protect data stored with our third-party service providers, such measures and policies have not in the past been, and may not in the future be, sufficient to protect our data or our customersâ€™ data. For example, the January 2022 compromise of one of our third-party service providers by a threat actor, even though not material and not a breach of our product or systems, nonetheless was widely publicized and focused attention on the security of our systems and the systems of our third-party service providers. In addition, in October 2023, a threat actor gained unauthorized access to and stole information from inside our customer support system, which was hosted by a third-party service provider.While we maintain cybersecurity insurance, our insurance may be insufficient to cover all liabilities incurred in these incidents, and any incidents may result in loss of, or increased costs of, our cybersecurity insurance. These breaches, or any perceived breach, of our systems, our customersâ€™ systems, our service providersâ€™ systems, or other systems or networks secured by our products, whether or not any such breach is due to a vulnerability in our platform, may also undermine confidence in our platform or our industry and result in damage to our reputation and brand, negative publicity, loss of ISVs and other channel partners, customers and sales, increased costs to remedy any problem, costly litigation and other liability. In addition, a breach of the security measures of one of our key ISVs or other channel partners or a security software supply chain attack even many levels removed could result in the exfiltration of confidential corporate information or other data that may provide additional avenues of attack. For example, an exploitation in an open source library that is imported and used in another framework that is used by a software product used by Okta could introduce an avenue of attack into the Okta service. If a high profile security breach occurs with respect to a comparable cloud technology provider, our customers and potential customers may lose trust in the security of the cloud business model generally, which could adversely impact our ability to retain existing customers or attract new ones, potentially causing a negative impact on our business. Any of these negative outcomes could adversely impact market acceptance of our products and could harm our business, results of operations and financial condition.Third parties have induced and may continue to fraudulently induce employees, contractors, customers or our customersâ€™ users into disclosing sensitive information such as user names, passwords or other information or otherwise compromise the security of our applications, internal networks, electronic systems and/or physical facilities in order to gain access to our data or our customersâ€™ data, which could result in significant legal and financial exposure, a loss of confidence in the security of our platform, interruptions or malfunctions in our operations, account lockouts, and, ultimately, harm to our future business prospects and revenue. We may be required to expend significant capital and financial resources to protect against such threats or to alleviate problems caused by breaches in security.We and our third-party service providers have, in the past, failed or been perceived to have failed to fully comply with the privacy or security provisions of our privacy policy, our contracts and/or legal or regulatory requirements, which could result in proceedings, actions or penalties against us. We may experience similar incidents in the future.Our customersâ€™ storage and use of data concerning, among others, their employees, contractors, partners and customers is essential to their use of our platform. We have implemented various features intended to enable our customers to better comply with applicable privacy and security requirements in their collection and use of data 50within our online service, but these features have, in the past, not ensured and may, in the future, not ensure our customersâ€™ compliance and may not be effective against all potential privacy or related regulatory concerns.Many jurisdictions have enacted or are considering enacting or revising privacy and/or data security legislation, including laws and regulations applying to the collection, use, storage, transfer, disclosure and/or processing of personal data. The costs of compliance with, and other burdens imposed by, such laws and regulations that are applicable to the operations of our customers may limit the use and adoption of our service and reduce overall demand for it. These privacy and data security related laws and regulations are evolving and may result in increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. In addition, we are subject to certain contractual obligations regarding the collection, use, storage, transfer, disclosure and/or processing of personal data. Although we are working to comply with those federal, state and foreign laws and regulations, industry standards, contractual obligations and other legal obligations that apply to us, those laws, regulations, standards and obligations are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another, and may conflict with one another, other requirements or legal obligations, our practices or the features of our platform. In addition, some of our customers contract with us on the basis of our authorization under FedRAMP, which, in addition to state or international regulations, has, in the past, and may, in the future, require us to undertake additional actions and expense to ensure compliance.We also expect that there will continue to be new proposed laws, regulations, self-regulatory and industry standards concerning privacy, data protection and information security in the United States, China, the European Union, India and other jurisdictions, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. In the United States, the Federal Trade Commission and state regulators enforce a variety of data privacy issues, such as promises made in privacy policies or failures to appropriately protect information about individuals, as unfair or deceptive acts or practices in or affecting commerce in violation of the Federal Trade Commission Act or similar state laws. On the U.S. state level, certain states have adopted new or modified privacy and security laws like California Consumer Privacy Act (â€œCCPAâ€), as amended by the California Privacy Rights Act (â€œCPRAâ€), which entered into substantial effect on January 1, 2023. The CCPA broadly defines personal information, gives California residents expanded privacy rights and protections, provides for civil penalties for violations and a private right of action for data breaches, and creates a new California Privacy Protection Agency (â€œCPPAâ€) to enforce the law. Since the CCPA passed, over a dozen other states have passed or are considering similar legislation, which has created and will continue to create additional compliance obligations and risks. We may expend significant resources attempting to comply with conflicting and overlapping state privacy regulations, and the cost and complexity of complying with such regulations could adversely affect our business or increase our potential liability if we fail to comply. This influx of state privacy regimes indicates a trend toward more stringent privacy legislation in the United States, including a potential federal privacy law, which could also increase our potential liability and adversely affect our business.Future laws, regulations, standards and other obligations, and changes in the interpretation of existing laws, regulations, standards and other obligations could impair our or our customersâ€™ ability to collect, use or disclose information relating to consumers, which could decrease demand for our applications, restrict our business operations, or increase our costs and impair our ability to maintain and grow our customer base and increase our revenue. Such laws and regulations may require companies to implement privacy and security policies, permit users to exercise various data rights, inform individuals of security breaches that affect their personal data, and, in some cases, obtain individualsâ€™ consent to use personal data for certain purposes. If we, or the third parties on which we rely, fail to comply with federal, state and international data privacy laws and regulations our ability to successfully operate our business and pursue our business goals could be harmed.With respect to cybersecurity in the United States, we are closely monitoring the development of rules and guidance pursuant to various executive orders that may apply to us, including, for example, pursuant to Executive Order 14028 for â€œcritical software.â€ While the rules and guidance coming from the Order are still being developed, we could be categorized as a provider of critical software, which may increase our compliance costs and delay or prevent our ability to execute contracts with customers, including in particular with government entities.Any failure by us to comply with federal, state or foreign laws or regulations, industry standards, contractual obligations or other legal obligations, compliance frameworks that Okta has contractually committed to comply with, or any actual or suspected privacy or security incident, even if unfounded, whether or not resulting in unauthorized access to, or acquisition, release or transfer of personal data or other data, may result in enforcement actions and prosecutions, private litigation, fines, penalties and censure, claims for damages by customers and other affected individuals, or adverse publicity and could cause our customers to lose trust in us, which could have an adverse effect on our reputation and business. 51We publicly post our privacy policies and practices concerning our processing, use and disclosure of the personal data provided to us by our website visitors and by our customers, and other individuals with whom we interact. Our publication of our privacy policies and other statements we publish that provide promises and assurances about privacy and security can subject us to potential state and federal action if they are found to be unfair, deceptive or misrepresentative of our practices.If our platform is perceived to cause, or is otherwise unfavorably associated with, violations of privacy or data security requirements, it may subject us or our customers to public criticism and potential legal liability. Existing and potential privacy laws and regulations concerning privacy and data security and increasing sensitivity of consumers to unauthorized processing of personal data may create negative public reactions to technologies, products and services such as ours. Public concerns regarding personal data processing, privacy and security may cause some of our customersâ€™ end users to be less likely to visit their websites or otherwise interact with them. If enough end users choose not to visit our customersâ€™ websites or otherwise interact with them, our customers could stop using our platform. This, in turn, may reduce the value of our service, and slow or eliminate the growth of our business, or cause our business to contract.Privacy is a key issue for Okta and for our customers. We have attained multiple privacy certifications, such as the Asia-Pacific Economic Cooperation Privacy Recognition for Processors, and the European Union Cloud Code of Conduct, Level 2. If we fail to maintain our privacy certifications, or if we fail to seek expansion of their applicability to acquired and/or newly-developed products, we may fail to meet our contractual commitments and we may fail to retain our existing customers or attract new customers, and our business, results of operations and financial condition could suffer.We may face particular privacy, data security and data protection risks in Europe due to stringent data protection and privacy laws and increased scrutiny over E.U.-U.S. data transfers.We are subject to global data protection laws and regulations (â€œData Protection Lawsâ€) that may impact how we do business with customers. Data Protection Laws, such as those applicable in the European Union, Canada and certain of its provinces, United Kingdom, Asia, and certain states in the United States, have enhanced data protection obligations for companies that handle personal data. Obligations include, for example, expanded disclosures about how personal data is to be used, individual rights in relation to personal data, limitations on retention of personal data, mandatory data breach notification requirements and strict obligations on service providers, and restrictions on online marketing and the use of cookies and tracking technologies.In addition, increasing numbers of Data Protection Laws restrict transfers of personal data outside of their country of origin to countries deemed to lack adequate privacy protections. These types of transfers must be supported by a transfer mechanism that we may be required to implement, and in many jurisdictions there is significant legal uncertainty around the validity and sufficiency of data transfer mechanisms, and evolving legal and regulatory expectations could impose additional obligations or require expenditure of additional resources to comply with the Data Protection Laws.Additional jurisdictions continue to adopt data localization laws, which require personal data, or certain subcategories of personal data, to be stored in the jurisdiction of origin. These regulations may deter customers from using cloud-based services such as ours and may inhibit our ability to expand into those markets or prohibit us from continuing to offer services in those markets without significant additional costs.This regulatory environment applicable to the handling of personal data, and our actions taken in response, may cause us to assume additional liabilities or incur additional costs and could result in our business, results of operations and financial condition being harmed. We and our customers may face a risk of enforcement actions by an increasing number of global data protection authorities in countries where data protection laws apply to us and with which we may not be able to comply. Any such enforcement actions could result in substantial costs and diversion of resources, distract management and technical personnel and negatively affect our business, results of operations and financial condition.Non-compliance with these obligations can trigger significant fines. For example, in Europe fines for non-compliance can be a maximum of â‚¬20 million or 4% of total worldwide annual revenue, whichever is higher. In some U.S. states, fines can be up to $7,500 per violation, multiplied by the number of impacted individuals, and, in addition, some states allow a private right of action. Given the breadth and depth of changes in data protection obligations, complying with these requirements has caused us to expend significant resources, which is likely to continue into the near future as we respond to new interpretations and enforcement actions. 52In addition, new laws are continually being passed and new case law and regulatory guidance means Data Protection Laws are constantly evolving. For example, India recently passed a comprehensive data protection law that will apply new privacy rules for the first time in that country. In addition, the number of U.S. states with comprehensive Data Protection Laws significantly increased in 2023. We cannot yet determine the impact that such future laws, regulations and standards may have on our business. Such laws and regulations are often subject to differing interpretations and may be inconsistent among jurisdictions. We may incur substantial expense in complying with any new obligations, we may be required to make significant changes in our business operations and product and services development, and we may not be able to comply with some of these regulatory developments, all of which may adversely affect our revenues and our business overall.We function as a HIPAA Business Associate for certain of our customers and, as such, are subject to strict privacy and data security requirements. If we fail to comply with any of these requirements, we could be subject to significant liability, all of which can adversely affect our business as well as our ability to attract and retain new customers. HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act (â€œHITECHâ€), and their respective implementing regulations under HIPAA, imposes specified requirements relating to the privacy, security and transmission of individually identifiable health information. Among other things, HITECH makes HIPAAâ€™s security standards directly applicable to â€œBusiness Associatesâ€. We function as a Business Associate for certain of our customers that are HIPAA covered entities and service providers, and in that context we are regulated as a Business Associate for the purposes of HIPAA. The HIPAA-covered entities and service providers to which we provide services require us to enter into HIPAA-compliant Business Associate agreements with them. These agreements impose stringent data security obligations on us. If we are unable to comply with our obligations as a HIPAA Business Associate or under the terms of the Business Associate agreements we have executed, we could face substantial civil and even criminal liability as well as contractual liability under the applicable Business Associate agreement, all of which can have an adverse impact on our business and generate negative publicity, which, in turn, can have an adverse impact on our ability to attract and retain new customers. Modifying the already stringent penalty structure that was present under HIPAA prior to HITECH, HITECH created four new tiers of civil monetary penalties and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorneysâ€™ fees and costs associated with pursuing federal civil actions. In addition, many state laws govern the privacy and security of health information in certain circumstances, many of which differ from HIPAA and each other in significant ways and may not have the same effect. Further, certain modifications have been proposed to the HIPAA privacy regulations, and we expect that there will continue to be changes to health information privacy laws in the United States, including HIPAA, and we cannot yet determine the impact such changes to existing laws, regulations and standards may have on our business.If we fail to maintain our security attestations and certifications, our business, results of operations and financial condition may suffer.Security is essential for Okta and for our customers. A number of our product offerings have attained multiple certifications, including SOC 2 Type II Attestations, CSA Star Level 2 Attestation, ISO/IEC 27001:2013, ISO/IEC 27017:2015, ISO/IEC 27018:2019, multiple agency FedRAMP Authorities to Operate, Department of Defense Impact Level 4, are in accordance with Health Insurance Portability and Accountability Act ("HIPAA"), and comply with many other international security frameworks. Workforce Identity Cloud also supports FIPS 140-2 encryption requirements. If we fail to maintain our security attestations and certifications, or if we fail to seek expansion of their applicability to acquired and/or newly-developed products, we may fail to meet our contractual commitments and we may fail to retain our existing customers or attract new customers, and our business, results of operations and financial condition could suffer.We provide service level commitments under our customer contracts. If we fail to meet these contractual

commitments, we could be obligated to provide credits for future service, which could harm our business, results of operations and financial condition. Our customer agreements contain service level commitments, under which we guarantee specified availability of our platform. Any failure of or disruption to our infrastructure could make our platform unavailable to our customers. If we are unable to meet the stated service level commitments to our customers or suffer extended periods of unavailability of our platform, we may be contractually obligated to provide affected customers with service credits for future subscriptions. Our revenue, other results of operations and financial condition could be harmed if we suffer unscheduled downtime that exceeds the service level commitments under our agreements with 53our customers, and any extended service outages could adversely affect our business and reputation as customers may elect not to renew and we could lose future sales.If we are unable to ensure that our products integrate or interoperate with a variety of operating systems, platforms, services, software applications devices, mobile phones and other hardware form factors that are developed by others, our platform may become less competitive and our results of operations may be harmed. The number of people who access the internet through mobile devices and access cloud-based software applications through mobile devices, including smartphones and handheld tablets or laptop computers, has increased significantly in the past several years and is expected to continue to increase. While we have created mobile applications and mobile versions of our products that are accessible on third-party application stores. If these mobile applications and products do not perform well, our business may suffer.Â Third-party application stores may also impose new requirements, including, for example, updates to their terms of access or policies on how we or our channel partners must collect, use, and share data. Compliance with any such requirements could be costly or burdensome, and could prevent us from timely updating our current products or uploading new products. If we fail to comply with these requirements, we could lose access to, or be required to remove our products from, third-party application stores.In addition, our products interoperate with servers, mobile devices and software applications predominantly through the use of protocols, many of which are created and maintained by third parties.Â As a result, we depend on the interoperability of our products with such third-party services, mobile devices and mobile operating systems, as well as cloud-enabled hardware, software, networking, browsers, database technologies and protocols that we do not control. Past and future changes in such technologies that degrade the functionality of our products or give preferential treatment to competitive services have, in the past, and could, in the future, adversely affect adoption and usage of our platform.Â Any change in our customersâ€™ preference for cloud-based identity management or any shift towards on-premises systems could also adversely affect adoption and usage of our platform. Also, we may not be successful in developing or maintaining relationships with key participants in the mobile industry or in developing products that operate effectively with a range of operating systems, networks, devices, browsers, protocols and standards.Â In addition, we may face different fraud, security and regulatory risks from transactions sent from mobile devices than we do from personal computers.Â If we are unable to effectively anticipate and manage these risks, or if it is difficult for our customers to access and use our platform, our business, results of operations and financial condition may be harmed.Our success also depends on the willingness of third-party developers and technology providers to build applications and provide integrations that are complementary to our service. Without the development of these applications and integrations, both current and potential customers may not find our service sufficiently attractive, and our business, results of operations and financial condition could suffer.Interruptions or delays in the services provided by third-party data centers or internet service providers have, in the past, and could, in the future, impair the delivery of our platform and our business could suffer. We rely on a number of third-party service providers to operate our services, any of which, if it encounters interruptions or delays, could negatively affect our platform, damage our reputation, expose us to liability, cause us to lose customers or otherwise harm our business. For example, we host our platform using AWS data centers and other third-party cloud infrastructure services and, in the past, service interruptions from such infrastructure providers have caused outages on our platform, which could occur again in the future. All of our products use resources operated by us in these locations. Our operations depend on protecting the virtual cloud infrastructure hosted in AWS or other cloud services by maintaining its configuration, architecture and interconnection specifications, as well as the information stored in these virtual data centers and which third-party internet service providers transmit. Although we have disaster recovery plans that use multiple virtual data center locations, any incident affecting their infrastructure that may be caused by fire, flood, severe storm, earthquake, power loss, telecommunications failures, unauthorized intrusion or malicious action, computer viruses and disabling devices, natural disasters, war, criminal act, military actions, terrorist attacks and other similar events beyond our control could negatively affect our platform. A prolonged third-party service disruption affecting our platform for any of the foregoing reasons could be detrimental to our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the third-party services we use.54Our cloud infrastructure services enable us to order and reserve server capacity in varying amounts and sizes distributed across multiple regions. These cloud infrastructure services provide us with computing and storage capacity pursuant to agreements which may be terminated under specified circumstances.Our platform is accessed by a large number of customers, often at the same time. As we continue to expand the number of our customers and products available to our customers, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service. In addition, the failure of third-party virtual data centers, third-party internet service providers, or other third-party service providers whose services are integrated with our platform, to meet our capacity requirements could result in interruptions or delays in access to our platform or impede our ability to scale our operations. In the event that our third-party service agreements are terminated, or there is a lapse of service, interruption of internet service provider connectivity or damage to such facilities, we could experience interruptions in access to our platform as well as delays and additional expense in arranging new facilities and services.Our success depends, in part, on the integrity and scalability of our systems and infrastructures. System interruption and the lack of integration, redundancy and scalability in these systems and infrastructures may harm our business, results of operations and financial condition. Our success depends, in part, on our ability to maintain the integrity of our systems and infrastructure, including websites, information and related systems. System interruption and a lack of integration and redundancy in our information systems and infrastructure may adversely affect our ability to operate websites, process and fulfill transactions, respond to customer inquiries and generally maintain cost-efficient operations. We may experience occasional system interruptions that make some or all systems or data unavailable or prevent us from efficiently providing access to our platform. We also rely on third-party information technology systems, broadband and other communications systems and service providers in connection with providing access to our platform generally. Any interruptions, outages or delays in our systems and infrastructure, our business and/or third parties, or deterioration in the performance of these systems and infrastructure, could impair our ability to provide access to our platform. Fire, flood, power loss, telecommunications failure, hurricanes, tornadoes, earthquakes, other natural disasters, acts of war or terrorism, unauthorized access or malicious acts, and similar events or disruptions may damage or interrupt computers, broadband or other communications systems and infrastructure at any time. Any of these events could cause system interruption, delays and loss of critical data, and could prevent us from providing access to our platform. While we have backup systems for certain aspects of these operations, disaster recovery planning by its nature cannot be sufficient for all eventualities. In addition, we may not have adequate insurance coverage to compensate for losses from a major interruption. If any of these events were to occur, it could harm our business, results of operations and financial condition.We rely on software and services from other parties. Defects in or the loss of access to software or services from third parties could increase our costs and adversely affect the quality of our products. We rely on technologies from third parties to operate critical functions of our business, including cloud infrastructure services and customer relationship management services. Our business would be disrupted if any of the third-party software or services we use, or functional equivalents, were unavailable due to extended outages or interruptions or because they are no longer available on commercially reasonable terms or prices. In each case, we would be required to either seek licenses to software or services from other parties and redesign our products to function with such software or services or develop substitutes ourselves, which would result in increased costs and could result in delays in our product launches and the release of new product offerings until equivalent technology can be identified, licensed or developed, and integrated into our products. Furthermore, we might be forced to limit the features available in our current or future products. These delays and feature limitations, if they occur, could harm our business, results of operations and financial condition.Real or perceived errors, failures, vulnerabilities or bugs in our products, including deployment complexity,Â have, in the past and could, in the future, harm our business and results of operations.Errors, failures, vulnerabilities or bugs have, in the past and may, in the future, occur in our products, especially when updates are deployed or new products are rolled out, maintenance patches are applied, or infrastructure, architectural or configuration changes are made. In the past, such issues have caused outages for our customers. Our platform is often used in connection with large-scale computing environments with different operating systems, system management software, equipment and networking configurations, which may cause errors or failures of products, or other aspects of the computing environment into which our products are deployed. In addition, deployment of our products into complicated, large-scale computing environments may expose errors, 55failures, vulnerabilities or bugs in our products. Any such errors, failures, vulnerabilities or bugs may not be found until after they are deployed to our customers. Real or perceived errors, failures, vulnerabilities or bugs in our products, or delays in or difficulties implementing our product releases, could result in: negative publicity; loss, compromise, corruption or other unavailability of customer data; disruptions to our or our customersâ€™ products, systems, networks, and operations; loss of business; loss of or delay in market acceptance of our products; a decrease in customer satisfaction or adoption rates; loss of competitive position; or claims by customers for losses sustained by them, all of which could harm our business, results of operations, and financial condition.Issues in the development and use of artificial intelligence, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations.We use internally developed and third-party developed machine learning and artificial intelligence (â€œAIâ€) technologies in our offerings and business, and we are making investments in expanding our artificial intelligence capabilities in our products, services, and tools, including ongoing deployment and improvement of existing machine learning and AI technologies, as well as developing new product features using AI technologies, including, for example, generative AI. AI technologies are complex and rapidly evolving, and we face significant competition from other companies as well as an evolving regulatory landscape. For example, in the European Union, the Artificial Intelligence Act establishes obligations for providers of AI based on the type of AI and its potential risks to society. Additionally, in the United States, California recently introduced a law requiring disclosure of chatbot functionality. The introduction of AI technologies into new or existing products may result in new or enhanced governmental or regulatory scrutiny, litigation, confidentiality or security risks, ethical concerns, or other complications that could adversely affect our business, reputation, or financial results. For example, even if permitted by our privacy policy and contractual rights, our use of data in novel AI applications may, in time, expand beyond customer expectations. The intellectual property ownership and license rights, including copyright, surrounding AI technologies has not been fully addressed by courts or national or local laws or regulations, and the use or adoption of third-party AI technologies into our products and services may result in exposure to claims of copyright infringement or other intellectual property misappropriation. Uncertainty around new and emerging AI technologies, such as generative AI, may require additional investment in the development and maintenance of proprietary datasets and machine learning models, development of new approaches and processes to provide attribution or remuneration to creators of training data, and development of appropriate protections and safeguards for handling the use of customer data with AI technologies, which may be costly and could impact our expenses if we decide to expand generative AI into our product offerings. AI technologies, including generative AI, may create content that appears correct but is factually inaccurate or flawed. Our customers or others may rely on or use this flawed content to their detriment, which may expose us to brand or reputational harm, competitive harm, and/or legal liability. The use of AI technologies presents emerging ethical and social issues, and if we enable or offer solutions that draw scrutiny or controversy due to their perceived or actual impact on customers or on society as a whole, we may experience brand or reputational harm, competitive harm, and/or legal liability.If we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, generate less revenue and incur costly litigation to protect our rights. Our success is dependent, in part, upon protecting our proprietary information and technology. We rely on a combination of patents, copyrights, trademarks, service marks, trade secret laws and contractual restrictions to establish and protect our proprietary rights. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property. Despite our precautions, it may be possible for unauthorized third parties to copy our products and use information that we regard as proprietary to create products that compete with ours. Some contract provisions protecting against unauthorized use, copying, transfer and disclosure of our products may be unenforceable under the laws of certain jurisdictions and foreign countries. Further, the laws of some countries do not protect proprietary rights to the same extent as the laws of the United States, and mechanisms for enforcement of intellectual property rights in some foreign countries may be inadequate. To the extent we expand our international activities, our exposure to unauthorized copying and use of our products and proprietary information may increase. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our technology and intellectual property.We rely in part on trade secrets, proprietary know-how and other confidential information to maintain our competitive position.Â Although we enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances, no assurance can be given that these agreements will be effective in 56controlling access to and distribution of our products and proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our products.To protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our managementâ€™s attention and resources, could delay further sales or the implementation of our products, impair the functionality of our products, delay introductions of new products, result in our substituting inferior or more costly technologies into our products, or injure our reputation. In addition, we may be required to license additional technology from third parties to develop and market new products, and we cannot ensure that we can license that technology on commercially reasonable terms or at all, and our inability to license this technology could harm our ability to compete.Our results of operations may be harmed if we are subject to an infringement claim or a claim that results in a significant damage award.There is considerable patent and other intellectual property development activity in our industry, and we expect that software companies will increasingly be subject to infringement claims as the number of products and competitors grows and the functionality of products in different industry segments overlaps. In addition, the patent portfolios of many of our competitors are larger than ours, and this disparity may increase the risk that our competitors may sue us for patent infringement and may limit our ability to counterclaim for patent infringement or settle through patent cross-licenses. Other companies have claimed in the past, and may claim in the future, that we infringe upon their intellectual property rights. A claim may also be made relating to technology that we acquire or license from third parties. Further, we may be unaware of the intellectual property rights of others that may cover some or all of our technology.Any claim of infringement, regardless of its merit or our defenses, could:â€¢require costly litigation to resolve and/or the payment of substantial damages, ongoing royalty payments or other amounts to settle such disputes;â€¢require significant management time and attention;â€¢cause us to enter into unfavorable royalty or license agreements, if such arrangements are available at all;â€¢require us to discontinue the sale of some or all of our products, remove or reduce features or functionality of our products or comply with other unfavorable terms;â€¢require us to indemnify our customers or third-party service providers; and/orâ€¢require us to expend additional development resources to redesign our products.Any one or more of the above could harm our business, results of operations and financial condition.We use open source software in our products, which could negatively affect our ability to offer our products and subject us to litigation or other actions.We use open source software in our products and expect to use more open source software in the future. From time to time, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products. However, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our products. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software. Litigation could be costly for us to defend, have a negative effect on our results of operations and financial condition or require us to devote additional research and development resources to change our products. In addition, if we were to combine our proprietary software products with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software to the public. This would allow our competitors to create similar products with less development effort and time. If we inappropriately use 57open source software, or if the license terms for open source software that we use

change, we may be required to re-engineer our products, incur additional costs, discontinue the sale of some or all of our products or take other remedial actions. Some open source software may include generative AI software or other software that incorporates or relies on generative AI or other AI technologies. The use of such software may expose us to risks as the intellectual property ownership and license rights, including copyright, of generative AI software and tools, has not been fully interpreted by U.S. courts or been fully addressed by federal or state regulation.In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or assurance of title or controls on origin of the software. In addition, many of the risks associated with usage of open source software, such as the lack of warranties or assurances of title, cannot be eliminated, and could, if not properly addressed, negatively affect our business. We have established processes to help alleviate these risks, including a review process for screening requests from our development organizations for the use of open source software, but we cannot be sure that all of our use of open source software is in a manner that is consistent with our current policies and procedures, or will not subject us to liability.Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses. Our agreements with customers and other third parties may include indemnification or other provisions under which we agree to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from the use of our platform or other acts or omissions. The term of these contractual provisions often survives termination or expiration of the applicable agreement. As we continue to grow, the possibility of infringement claims and other intellectual property rights claims against us may increase. For any intellectual property rights indemnification claim against us or our customers, we will incur significant legal expenses and may have to pay damages, settlement fees, license fees and/or stop using technology found to be in violation of the third partyâ€™s rights. Large indemnity payments could harm our business, results of operations and financial condition.Â We may also have to seek a license for the infringing or allegedly infringing technology. Such license may not be available on reasonable terms, if at all, and may significantly increase our operating expenses or may require us to restrict our business activities and limit our ability to deliver certain products. As a result, we may also be required to develop alternativeÂ non-infringingÂ technology, which could require significant effort and expense and/or cause us to alter our platform, which could negatively affect our business.From time to time, customers require us to indemnify or otherwise be liable to them for breach of confidentiality, violation of applicable law or failure to implement adequate security measures with respect to their data stored, transmitted, or accessed using our platform. Although we normally contractually limit our liability with respect to such obligations, the existence of such a dispute may have adverse effects on our customer relationship and reputation and we may still incur substantial liability related to them.Any assertions by a third party, whether or not successful, with respect to such indemnification obligations could subject us to costly and time-consuming litigation, expensive remediation and licenses, divert management attention and financial resources, harm our relationship with that customer and other current and prospective customers, reduce demand for our platform, and harm our brand, business, results of operations and financial condition.Risks Related to Legal, Accounting and Tax MattersBecause we generally recognize revenue from our subscriptions and support services over the term of the relevant service period, a decrease in sales during a reporting period may not be immediately reflected in our results of operations for that period. We generally recognize revenue from subscriptions and related support services revenue ratably over the relevant service period. Net new revenue from new subscriptions, upsells and renewals entered into during a period can generally be expected to generate revenue for the duration of the service period. As a result, most of the revenue we report in each period is derived from the recognition of deferred revenue relating to subscriptions and support services contracts entered into during previous periods. Consequently, a decrease in new or renewed subscriptions in any single reporting period will have a limited impact on our revenue for that period. In addition, our ability to adjust our cost structure in the event of a decrease in new or renewed subscriptions may be limited.58Further, a decline in new subscriptions or renewals in a given period may not be fully reflected in our revenue for that period, but will negatively affect our revenue in future periods. Accordingly, the effect of significant downturns in sales and market acceptance of our services, and changes in our rate of renewals, may not be fully reflected in our results of operations until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers is generally recognized over the applicable service period. Additionally, due to the complexity of certain of our customer contracts, the actual revenue recognition treatment required under relevant accounting principles generally accepted in the United States (â€œGAAPâ€) will depend on contract-specific terms and may result in greater variability in revenue from period to period.In addition, a decrease in new subscriptions or renewals in a reporting period may not have an immediate impact on billings for that period.We may face exposure to foreign currency exchange rate fluctuations.Today, a vast majority of our customer contracts are denominated in U.S. dollars. Over time, however, an increasing portion of our international customer contracts may be denominated in local currencies. In addition, the majority of our international costs are denominated in local currencies. As a result, fluctuations in the value of the U.S. dollar and foreign currencies may affect our results of operations when translated into U.S. dollars. We do not currently engage in currency hedging activities to limit the risk of exchange rate fluctuations. However, in the future, we may use derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments.We are subject to anti-corruption, anti-bribery and similar laws, and non-compliance with such laws can subject us to criminal penalties or significant fines and harm our business and reputation. We are subject to anti-corruption and anti-bribery and similar laws, such as the U.S. Foreign Corrupt Practices Act of 1977, as amended (â€œFCPAâ€), the U.S. domestic bribery statute contained in 18 U.S.C. Â§ 201, U.S. Travel Act, the USA PATRIOT Act, the U.K. Bribery Act 2010 and other anti-corruption, anti-bribery and anti-money laundering laws in countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly and prohibit companies and their employees and agents from promising, authorizing, making or offering improper payments or other benefits to government officials and others in the private sector. As we increase our international sales and business, our risks under these laws may increase.In addition, we use channel partners to sell our products and conduct business on our behalf. We or such partners may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and under certain circumstances we could be held liable for the corrupt or other illegal activities of such partners, and our employees, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities. We have implemented an anti-corruption compliance program but cannot ensure that all our employees and agents, as well as those companies to which we outsource certain of our business operations, will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible.Noncompliance with the FCPA, other applicable anti-corruption laws, or anti-money laundering laws could subject us to investigations, whistleblower complaints, sanctions, settlements, prosecution, and other enforcement actions within the United States and internationally. Any violation of these laws could result in disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, adverse media coverage, loss of export privileges, severe criminal or civil sanctions, suspension or debarment from U.S. government contracts and other consequences, any of which could have a material adverse effect on our reputation, business, results of operations, and financial condition.We are subject to governmental export controls and economic sanctions laws that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.Our business activities are subject to various restrictions under U.S. export controls and trade and economic sanctions laws, including the U.S. Commerce Departmentâ€™s Export Administration Regulations and economic and 59trade sanctions regulations maintained by the U.S. Treasury Departmentâ€™s Office of Foreign Assets Control. The U.S. export control laws and U.S. economic sanctions laws include prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of certain encryption items.Â In addition, various countries regulate the import of certain encryption technology, including through import and licensing requirements, and have enacted laws that could limit our ability to distribute our service or could limit our customersâ€™ ability to implement our service in those countries.Â These laws and regulations may change frequently in response to evolving international issues. If we fail to comply with these laws and regulations, we and certain of our employees could be subject to civil or criminal penalties, including the possible loss of export privileges and monetary penalties. Obtaining the necessary authorizations, including any required license, for a particular transaction may be time-consuming, is not guaranteed, and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our products from being provided in violation of such laws, our products may have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. This could result in negative consequences to us, including government investigations, penalties and harm to our reputation.Our international operations may give rise to potentially adverse tax consequences. We are expanding our international operations and staff to better support our growth into certain international markets. Our corporate structure and associated transfer pricing policies anticipate future growth into certain international markets. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, including the United States, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions, which are generally required to be computed on an armâ€™s-length basis pursuant to intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency.Changes in tax laws or regulations in the various tax jurisdictions we are subject to that are applied adversely to us or our customers could increase the costs of our products and harm our business. New income, sales, use, value-added or other transaction level taxes, tax laws, statutes, rules, regulations or ordinances could be enacted at any time. Those enactments could adversely impact our domestic and international business operations, and our business and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. These events could require us or our customers to pay additional tax amounts on a prospective or retroactive basis, as well as require us or our customers to pay fines and/or penalties and interest for past amounts deemed to be due. If we raise our prices to offset the costs of these additional taxes, existing and potential future customers may elect not to purchase our products in the future. Additionally, new, changed, modified or newly interpreted or applied tax laws could increase our customersâ€™ and our compliance, operating and other costs, as well as the costs of our products. Further, these events could decrease the capital we have available to operate our business. Any or all of these events could harm our business and financial performance. For example, various legislative and regulatory actions and proposals, such as in the United States, the Organisation for Economic Co-operation and Development and the EU, have increasingly focused on future tax reform and contemplate changes to long-standing tax principles, which could adversely affect our liquidity and results of operations.As a multinational organization, we may be subject to taxation in certain jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could harm our liquidity and results of operations. In addition, the authorities in these jurisdictions could review our tax returns and impose additional tax, interest and penalties, and the authorities could claim that various withholding requirements apply to us or our subsidiaries or assert that benefits of tax treaties are not available to us or our subsidiaries, any of which could harm us and our results of operations.60Our business may be subject to additional obligations to collect and remit sales tax and other taxes, and we may be subject to tax liability for past sales. Any successful action by state, foreign or other authorities to collect additional or past sales tax could harm our business. State, foreign and local taxing jurisdictions have differing rules and regulations governing sales, use and other indirect taxes (including digital services taxes), and these rules and regulations are subject to varying interpretations that may change over time. In particular, the applicability of certain sales, value-added and digital services taxes to our platform in various jurisdictions is unclear. It is possible that we could face tax audits and that our liability for these taxes could exceed our estimates as tax authorities could still assert that we are obligated to collect additional amounts as taxes from our customers and remit those taxes to those authorities. We could also be subject to audits in states and international jurisdictions for which we have not accrued tax liabilities. A successful assertion that we should be collecting additional sales or other taxes on our service in jurisdictions where we have not historically done so and do not accrue for such taxes could result in substantial tax liabilities for past sales, discourage customers from purchasing our products or otherwise harm our business, results of operations and financial condition.We file sales tax returns in certain states within the United States as required by law and certain customer contracts for a portion of the products that we provide. We do not collect sales or other similar taxes in other states and many of such states do not apply sales or similar taxes to the vast majority of the products that we provide. However, one or more states or foreign authorities could seek to impose additional sales, use or other tax collection and record-keeping obligations on us or may determine that such taxes should have, but have not been, paid by us. Liability for past taxes may also include substantial interest and penalty charges. Any successful action by state, foreign or other authorities to compel us to collect and remit sales tax, use tax or other taxes, either retroactively, prospectively or both, could harm our business, results of operations and financial condition.Our ability to use our U.S. net operating loss carry-forwards and certain other tax attributes may be limited. Under SectionÂ 382 of the Internal Revenue Code of 1986, as amended, if a corporation undergoes an â€œownership change,â€ generally defined as a greater than 50% change (by value) in its equity ownership over a three-year period, the corporationâ€™s ability to use its pre-change net operating loss carry-forwards and other pre-change tax attributes, such as research tax credits and distributed interest deduction carryover, to offset its post-change income may be limited.Â We have experienced ownership changes in the past and any such ownership change in the future could result in increased future tax liability. In addition, we may experience ownership changes in the future as a result of subsequent shifts in our stock ownership. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carry-forwards to offset U.S. federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us.If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight.Â If any of these new or improved controls and systems do not perform as expected, we may experience material weaknesses or significant deficiencies in our controls.Our controls may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to maintain effective controls could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports that are filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the Nasdaq. We are required to provide an annual management report on the effectiveness of our internal control over financial reporting.61Our independent registered public accounting firm is required to formally attest to the effectiveness of our internal control over financial reporting annually. Our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed, or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could harm our business and results of operations and could cause a decline in the price of our Class A common stock.Changes in existing financial accounting standards or practices, or taxation rules or practices, may harm our results of operations. Changes in existing accounting or taxation rules or practices, new accounting pronouncements or taxation rules, or varying interpretations of current accounting pronouncements or taxation practice could harm our results of operations or the manner in which we conduct our business. Further, such changes could potentially affect our reporting of transactions completed before such changes are effective.GAAP are subject to interpretation by the Financial Accounting Standards Board (â€œFASBâ€), the

SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change. Adoption of such new standards and any difficulties in implementation of changes in accounting principles, including the ability to modify our accounting systems, could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investorsâ€™ confidence in us.If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be adversely affected. The preparation of financial statements in conformity withÂ GAAP requires management to make estimates and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.â€ The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our condensed consolidated financial statements include, but are not limited to those referenced in the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.â€ Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our Class A common stock.Risks Related to Ownership of Our Class A Common StockThe stock price of our Class A common stock may be volatile or may decline.The trading price of our ClassÂ A common stock has been, and in the future, may be, subject to substantial volatility and wide fluctuations. For example, from August 1, 2023 through JulyÂ 31, 2024, the trading price of our Class A common stock has ranged from $65.04 per share to $114.50 per share. The market price of our Class A common stock fluctuates significantly in response to numerous factors, many of which are beyond our control, including, but not limited to:â€¢overall performance of the equity markets and/or publicly-listed technology companies;â€¢volatility in the market prices and trading volumes of technology and high-growth companies generally, or those in our industry in particular;â€¢actual or anticipated fluctuations in our revenue or other financial or operating metrics;â€¢our ability to meet or exceed forward-looking guidance we have given, our ability to give forward-looking guidance consistent with past practices, and changes to or withdrawal of previous guidance or long-range targets;â€¢failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates and/or recommendations by any securities analysts who follow our company;62â€¢our failure to meet the estimates or the expectations of securities analysts or investors;â€¢actions and investment positions taken by institutional and other stockholders, including activist investors;â€¢recruitment or departure of key personnel;â€¢security breaches of, technical difficulties with, or interruptions to, the delivery and use of our platform and products, and any negative market perception or customer reactions related to, or arising from the disclosure of, such breaches, difficulties or interruptions;â€¢the economy as a whole, the inflation and interest rate environment and market and industry conditions;â€¢rumors and market speculation involving us or other companies in our industry;â€¢announcements by us or our competitors of significant innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments;â€¢new laws or regulations or new interpretations of existing laws or regulations applicable to our business;â€¢lawsuits threatened or filed against us;â€¢other events or factors, including those resulting from war, incidents of terrorism, or responses to these events; andâ€¢sales of additional shares of our Class A common stock by us, our directors, our officers or our stockholders.In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. Stock prices of many companies, including technology companies and high-growth, unprofitable companies in particular, have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. Our involvement in securities litigation has, in the past, and could, in the future, subject us to substantial costs, divert resources and the attention of management from our business, and harm our business.The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our IPO, including our directors, executive officers, and their affiliates, who held in the aggregate 39.4% of the voting power of our capital stock as of JulyÂ 31, 2024. This will limit or preclude your ability to influence corporate matters, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval.Our Class B common stock has ten votes per share and our Class A common stock has one vote per share. As of JulyÂ 31, 2024, our directors, executive officers and their affiliates held in the aggregate 39.4% of the voting power of our capital stock, taking into account shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of JulyÂ 31, 2024 and RSUs that are releasable within 60 days of JulyÂ 31, 2024. Because of the ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively could continue to control nearly a majority of the combined voting power of our common stock and be able to effectively control all matters submitted to our stockholders for approval until April 12, 2027, the date that is the ten-year anniversary of the closing of our IPO. This concentrated control may limit or preclude your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders.Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who have retained their shares.63Sales of a substantial number of shares of our Class A common stock in the public markets, or the perception that sales might occur, could cause the market price of our Class A common stock to decline. Sales of a substantial number of shares of our Class A common stock into the public market, particularly sales by our directors, executive officers, and principal stockholders, or the perception that these sales might occur, could cause the market price of our Class A common stock to decline.In addition, we have options outstanding that, if fully exercised, would result in the issuance of shares of our Class A and Class B common stock. We also have RSUs outstanding that, if vested and settled, would result in the issuance of shares of Class A common stock. All of the shares of Class A and ClassÂ B common stock issuable upon the exercise of stock options and vesting of RSUs and the shares reserved for future issuance under our equity incentive plans, are registered for public resale under the Securities Act of 1933, as amended (â€œSecurities Actâ€). Accordingly, these shares will be able to be freely sold in the public market upon issuance, subject to applicable vesting requirements.Furthermore, a substantial number of shares of our Class A common stock is reserved for issuance upon the exercise of the Notes (as defined below). If we elect to satisfy our conversion obligation on the Notes solely in shares of our Class A common stock upon conversion of the Notes, we will be required to deliver the shares of our Class A common stock, together with cash for any fractional share, on the second business day following the relevant conversion date.If securities or industry analysts do not publish or cease publishing research, or publish inaccurate or unfavorable research, about our business, the price of our Class A common stock and trading volume could decline.The trading market for our Class A common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. If industry analysts do not publish or cease publishing research on our company, the trading price for our Class A common stock would be negatively affected. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, our Class A common stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us on a regular basis, demand for our Class A common stock could decrease, which might cause our Class A common stock price and trading volume to decline.We do not intend to pay dividends for the foreseeable future.We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the operation of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of the board of directors of the company (our â€œboard of directorsâ€). Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.Provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current board of directors, and limit the market price of our Class A common stock.Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that:â€¢provide that our board of directors is classified into three classes of directors with staggered three-year terms;â€¢permit our board of directors to establish the number of directors and fill any vacancies and newly-created directorships;â€¢require super-majority voting to amend some provisions in our amended and restated certificate of incorporation and amended and restated bylaws;â€¢authorize the issuance of â€œblank checkâ€ preferred stock that our board of directors could use to implement a stockholder rights plan;64â€¢provide that only the Chairperson of our board of directors, our Chief Executive Officer, or a majority of our board of directors are authorized to call a special meeting of stockholders;â€¢provide for a dual class common stock structure in which holders of our Class B common stock have the ability to effectively control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the outstanding shares of our Class A and Class B common stock, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets;â€¢prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;â€¢provide that our board of directors is expressly authorized to make, alter or repeal our bylaws; andâ€¢advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.Moreover, Section 203 of the Delaware General Corporation Law may discourage, delay, or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations, and other transactions between us and holders of 15% or more of our common stock.Our amended and restated bylaws designate a state or federal court located within the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us.Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware will be the exclusive forum for:â€¢any derivative action or proceeding brought on our behalf;â€¢any action asserting a breach of fiduciary duty;â€¢any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws; orâ€¢any action asserting a claim against us that is governed by the internal affairs doctrine.This choice of forum provision may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or other employees, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations and financial condition.Risks Related to our Outstanding Convertible NotesServicing our debt may require a significant amount of cash.Â We may not have sufficient cash flow from our business to pay our indebtedness.We have issued convertible notes due in 2025 (â€œ2025 Notesâ€) and 2026 (â€œ2026 Notesâ€ and together with the 2025 Notes, the â€œNotesâ€). Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the Notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance or raise any future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, any of our future debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt.65We may not have the ability to raise the funds necessary for cash settlement upon conversion of the Notes or to repurchase the Notes for cash upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion of the Notes or to repurchase the Notes.Holders of the Notes have the right to require us to repurchase their Notes upon the occurrence of a fundamental change (as defined in the indentures governing their respective Notes) at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any.Â Upon conversion of the Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Notes being converted.Â We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Notes surrendered or Notes being converted. In addition, our ability to repurchase the Notes or to pay cash upon conversions of the Notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase Notes at a time when the repurchase is required by the indenture governing such notes or to pay any cash payable on future conversions of the Notes as required by such indenture would constitute a default under such indenture. A default under the indenture governing the Notes or the fundamental change itself could also lead to a default under agreements governing our future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the Notes or make cash payments upon conversions.In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences.Â For example, it could:â€¢make us more vulnerable to adverse changes in general U.S. and worldwide economic, industry and competitive conditions and adverse changes in government regulation;â€¢limit our flexibility in planning for, or reacting to, changes in our business and our industry;â€¢place us at a disadvantage compared to our competitors who have less debt; â€¢limit our ability to borrow additional amounts to fund acquisitions, for working capital and for other general corporate purposes; andâ€¢make an acquisition of our company less attractive or more difficult.Any of these factors could harm our business, results of operations and financial condition. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase.The conversion features of the Notes, if triggered, may adversely affect our financial condition and results of operations.In the event the conditional conversion features of the 2025 Notes and the 2026 Notes are triggered, holders of the Notes will be entitled to convert the Notes, as applicable, at any time during specified periods at their option.Â If one or more holders elect to convert their Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. The conditional conversion features of the 2025 Notes were triggered as of January 31, 2021 and the 2025 Notes were convertible at the option of the holders between February 1, 2021 and April 30, 2021; however, as of JulyÂ 31, 2024, the conditions allowing holders of the 2025 Notes to convert were not met. From the date of issuance through JulyÂ 31, 2024, the conditions allowing holders of the 2026 Notes to convert were not met.In addition, even if holders do not elect to convert their Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital and could limit our ability to raise future capital.66Transactions relating to our Notes may affect the value of our Class A common stock.The conversion of some or all of the Notes would dilute the ownership interests of existing stockholders to the extent we satisfy our conversion obligation by delivering shares of our Class A common stock upon any conversion of such Notes. Our 2025 Notes and 2026 Notes may become in the future convertible at the option of their holders under certain circumstances. If holders of our Notes elect to convert their notes, we may settle our conversion obligation by delivering to them a significant number of shares of our Class A common stock, which would cause dilution to our existing stockholders. We have in the past, and may in the future, engage in exchanges, repurchase, or induce conversions of the Notes. Holders of the Notes that participate in any of these exchanges, repurchases, or induced conversions may enter into or unwind various derivatives with respect to our Class A common stock or sell shares of our Class A common stock in the open market to hedge their exposure in connection with these transactions. These activities could decrease (or reduce the size of any increase in) the market price of our Class A common stock or the Notes, or dilute the ownership interests of our stockholders. In addition, the market price of our Class A common stock is likely to be affected by short sales of our Class A common stock or the entry into or unwind of economically equivalent derivative transactions with respect to our Class A common stock by investors that do not participate in the exchange transactions and by the hedging activity of the counterparties to our capped call

transactions ("Capped Calls") or their respective affiliates.In addition, in connection with the issuance of the 2025 Notes and 2026 Notes, we entered into Capped Calls with certain financial institutions (the â€œOption Counterpartiesâ€). The Capped Calls are generally expected to reduce potential dilution to our Class A common stock upon any conversion or settlement of the 2025 Notes and 2026 Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted 2025 Notes and 2026 Notes, as the case may be, with such reduction and/or offset subject to a cap. If we unwind the Capped Calls in connection with Note repurchases or otherwise, we will lose the anti-dilutive impact of any unwound Capped Calls.From time to time, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes. This activity could cause a decrease in the market price of our Class A common stock.67General Risk FactorsWe depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could harm our business.Our success depends largely upon the continued services of our executive officers and other key employees. We rely on our leadership team in the areas of research and development, operations, security, marketing, sales, customer support, general and administrative functions, and on individual contributors in our research and development and operations functions. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives. For example, our former Chief Operating Officer did not return as an employee following his recent sabbatical, though he is continuing to serve as a director and as Vice Chairman of our board of directors. Such changes in our executive management team may be disruptive to our business.Â We do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period and they could terminate their employment with us at any time. The loss of one or more of our executive officers or key employees, and any failure to have in place and execute an effective succession plan for key executives, could harm our business.Â Changes in our executive management team may also cause disruptions in, and harm to, our business.In addition, to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel in the San Francisco Bay Area, where our headquarters is located, and in other locations where we maintain offices, is intense, especially for engineers experienced in designing and developing software and SaaS applications and experienced sales professionals. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications, and may not be able to fill positions in the desired regions, or at all. Our efforts to attract new personnel may be compounded by intensified restriction on travel, changes to immigration policy or the availability of work visas. Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached their legal obligations, resulting in a diversion of our time and resources. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines, it may harm our ability to recruit and retain highly skilled employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be harmed.Catastrophic events may disrupt our business.Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could harm our business. We have a large employee presence in San Francisco, California and the west coast of the United States contains active earthquake and wildfire zones which have the potential to disrupt our business. For example, in the fall of 2019 and 2020, PG&E shut off power to certain cities in the San Francisco Bay Area in order to reduce the risk of wildfires and this resulted in many of our employees being unable to work remotely. In the event of a major earthquake, hurricane or catastrophic event such as fire, power loss, telecommunications failure, vandalism, cyber-attack, war, terrorist attack or health epidemic, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our application development, lengthy interruptions in our products, breaches of data security and loss of critical data, all of which could harm our business, results of operations and financial condition. In addition, the insurance we maintain may be insufficient to cover our losses resulting from disasters, cyber-attacks or other business interruptions, and any incidents may result in loss of, or increased costs of, such insurance.Item 5. Other InformationRule 10b5-1 Trading Arrangements On July 15, 2024, Jon Addison, Chief Revenue Officer, adopted a Rule 10b5-1 trading arrangement (the â€œAddison 10b5-1 Planâ€) that is intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Exchange Act (â€œRule 10b5-1(c)â€). The Addison 10b5-1 Plan provides for the sale of up to 9,850 shares of our Class A common stock, commencing on October 14, 2024 and continuing until all shares are sold or until January 15, 2025, whichever occurs first.Item 6. ExhibitsWe have filed the exhibits listed on the accompanying Exhibit Index, which is incorporated herein by reference.68EXHIBIT INDEXExhibitNumberExhibit DescriptionIncorporated by Reference from Form3.1Amended and Restated Certificate of Incorporation.Exhibit 3.2 to Form S-1 filed on March 13, 20173.2Amended and Restated Bylaws, as adopted on June 20, 2024.Exhibit 3.1 to Form 8-K filed on June 24, 202410.1#Amended and Restated Outside Director Compensation Policy, effective as of April 24, 2024.Filed herewith31.1Certification of the Chief Executive Officer pursuant to Exchange Act RulesÂ 13a-14(a)Â and 15d-14(a), as adopted pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.Filed herewith31.2Certification of the Chief Financial Officer pursuant to Exchange Act RulesÂ 13a-14(a)Â and 15d-14(a), as adopted pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.Filed herewith32.1*Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.Furnished herewith101.INSXBRL Instance Document - the instance document does not appear in the Interactive Data File because its IBRL tags are embedded within the Inline XBRL document.Filed herewith101.SCHInline XBRL Taxonomy Extension Schema DocumentFiled herewith101.CALInline XBRL Taxonomy Extension Calculation Linkbase DocumentFiled herewith101.LABInline XBRL Taxonomy Extension Label Linkbase DocumentFiled herewith101.PREInline XBRL Taxonomy Extension Presentation Linkbase DocumentFiled herewith101.DEFInline XBRL Taxonomy Extension Definition Linkbase DocumentFiled herewith104Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*)Filed herewith_____# Indicates management contract or compensatory plan, contract or agreement.* The certifications furnished in ExhibitÂ 32.1 hereto are deemed to accompany this Quarterly Report on FormÂ 10-Q and will not be deemed â€œfiledâ€ for purposes of SectionÂ 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.69SIGNATURESPursuant 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 29, 2024/s/Brett TigheBrett TigheChief Financial Officer 70 EX-10.1 2 okta-7312024_ex101director.htm EX-10.1 DocumentExhibit 10.1Okta, Inc.Amended and Restated Outside Director Compensation PolicyThe purpose of this Outside Director Compensation Policy (the â€œPolicyâ€) of Okta, Inc., a Delaware corporation (the â€œCompanyâ€), 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 (â€œOutside Directorsâ€), to serve on the Companyâ€™s Board of Directors (the â€œBoardâ€). 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 RetainersEffective as of the Companyâ€™s 2024 annual meeting of stockholders, the cash retainers for the Board, Lead Independent Director, Committee members and Chairpersons shall increase in accordance with the following provisions:(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:Audit Committee Chairperson:Â Â Â Â $26,000Audit Committee member:Â Â Â Â $13,000Compensation Committee Chairperson:Â Â Â Â $20,000Compensation Committee member:Â Â Â Â $10,000Nominating and Corporate Governance Committee Chairperson:Â Â Â Â $12,000Nominating and Corporate Governance Committee member:Â Â Â Â $6,000Cybersecurity Risk Committee Chairperson:Â Â Â Â $18,000Cybersecurity Risk Committee member:Â Â Â Â $9,000(d)Cash Retainer Payment Timing. All cash retainers shall be paid on a quarterly basis.2.Equity RetainersAll 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 or the Compensation Committee) and will be made in accordance with the following provisions:Exhibit 10.1(a)Revisions. The Board or the Compensation 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 or the Compensation 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 Companyâ€™s 2017 Equity Incentive Plan, as amended (the â€œ2017 Planâ€) 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 Directorâ€™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 Companyâ€™s 2017 Equity Incentive Plan having a Fair Market Value 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 Directorâ€™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 Companyâ€™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.ExpensesThe 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: April 24, 2024 EX-31.1 3 okta-7312024_ex311.htm EX-31.1 DocumentExhibitÂ 31.1CERTIFICATION PURSUANT TO RULE 13a-14(a)Â OR 15d-14(a)Â OFTHE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTIONÂ 302 OFTHE SARBANES-OXLEY ACT OF 2002I, Todd McKinnon, certify that:1. I have reviewed this Quarterly Report on FormÂ 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 registrantâ€™s other certifying officer(s)Â and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Â 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)Â Evaluated the effectiveness of the registrantâ€™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)Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5. The registrantâ€™s other certifying officer(s)Â and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)Â 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 registrantâ€™s ability to record, process, summarize and report financial information; and(b)Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: AugustÂ 29, 2024 /s/ Todd McKinnonTodd McKinnonChief Executive Officer(Principal Executive Officer) EX-31.2 4 okta-7312024_ex312.htm EX-31.2 DocumentExhibitÂ 31.2CERTIFICATION PURSUANT TO RULE 13a-14(a)Â OR 15d-14(a)Â OFTHE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTIONÂ 302 OFTHE SARBANES-OXLEY ACT OF 2002I, Brett Tighe, certify that:1. I have reviewed this Quarterly Report on FormÂ 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 registrantâ€™s other certifying officer(s)Â and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Â 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)Â 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)Â Evaluated the effectiveness of the registrantâ€™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)Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5. The registrantâ€™s other certifying officer(s)Â and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)Â 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 registrantâ€™s ability to record, process, summarize and report financial information; and(b)Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: AugustÂ 29, 2024 /s/ Brett TigheBrett TigheChief Financial Officer(Principal Financial Officer) EX-32.1 5 okta-7312024_ex321.htm EX-32.1 DocumentExhibitÂ 32.1CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICERPURSUANT TO18 U.S.C. SECTIONÂ 1350,AS ADOPTED PURSUANT TOSECTIONÂ 906 OF THE SARBANES-OXLEY ACT OF 2002Pursuant to the requirement set forth in RuleÂ 13a-14(b)Â of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and SectionÂ 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Todd McKinnon, Chief Executive Officer of Okta, Inc. (the â€œCompanyâ€), and Brett Tighe, Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge:1.Â Â Â Â The Companyâ€™s Quarterly Report on FormÂ 10-Q for the quarterly period ended JulyÂ 31, 2024, to which this Certification is attached as ExhibitÂ 32.1 (the â€œPeriodic Reportâ€), fully complies with the requirements of SectionÂ 13(a)Â or SectionÂ 15(d)Â of the Exchange Act; and2.Â Â Â Â The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: AugustÂ 29, 2024 /s/ Todd McKinnonTodd McKinnonChief Executive Officer(Principal Executive Officer)/s/ Brett TigheBrett TigheChief Financial Officer(Principal Financial Officer) EX-101.SCH 6 okta-20240731.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Overview and Basis

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Amount Peer Group Total Shareholder Return Amount Short-term investments (Available-for-sale): Short-Term Investments [Member] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Accounts receivable Increase (Decrease) in Accounts Receivable Overview and Basis of Presentation Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Operating lease liabilities Increase (Decrease) in Operating Lease Liability Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Proceeds from stock option exercises Proceeds from Stock Options Exercised Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Derivative Lawsuit Derivative Lawsuit [Member] Derivative Lawsuit Other Performance Measure, Amount Other Performance Measure, Amount Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Common stock, outstanding (in shares) Common Stock, Shares, Outstanding Operating lease liabilities, noncurrent Operating Lease, Liability, Noncurrent Jon Addison [Member] Jon Addison Revenue: Revenue from Contract with Customer [Abstract] Deferred revenue Contract with Customer, Liability, Current Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Fair value, unvested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Nonvested Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Money market funds Money Market Funds [Member] Deferred commissions, noncurrent Capitalized Contract Cost, Net, Noncurrent Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] 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Financing Activities Disclosure [Abstract] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Purchased Developed Technology Developed Technology Rights [Member] Company Selected Measure Amount Company Selected Measure Amount Proceeds from maturities and redemption of securities available-for-sale Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Intangible assets acquired Finite-Lived Intangible Assets Acquired Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Loss contingency liability Loss Contingency Accrual Antidilutive securities excluded from computation of earnings per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Performance Period One Share-Based Payment Arrangement, Tranche One [Member] Cash Equivalents and Investments Cash, Cash Equivalents, and Short-Term Investments [Text Block] Cash payments Payments for Restructuring Credit Facility [Domain] Credit Facility [Domain] Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period Total cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Total Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Current assets: Assets, Current [Abstract] Goodwill Goodwill Taxes paid related to net share settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Sales commissions capitalized as contract costs Capitalized Contract Costs, Additions Capitalized Contract Costs, Additions Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Entity Information [Line Items] Entity Information [Line Items] Stock options Employee Stock Option Share-Based Payment Arrangement, Option [Member] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Debt repurchased, principal amount Debt Instrument, Repaid, Principal Preferred stock, outstanding (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Amortized Cost Debt Securities, Available-for-Sale, Amortized Cost, Excluding Accrued Interest, after Allowance for Credit Loss Schedule of Contractual Maturities of Short-term Investments Investments Classified by Contractual Maturity Date [Table Text Block] Proceeds from hedges related to convertible senior notes (in shares) Stock Redeemed, Shares, Exercise of Hedges Related to Convertible Senior Notes Stock Redeemed, Shares, Exercise of Hedges Related to Convertible Senior Notes Award Type [Axis] Award Type [Axis] Corporate debt securities Corporate Debt Securities [Member] Basic net income (loss) per share: Earnings Per Share, Basic [Abstract] Amortization of deferred commissions Amortization of Deferred Sales Commissions Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Research and development Research and Development Expense Useful life of acquired intangible assets Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Cash paid during the period for: Cash Paid During the Period [Abstract] Cash Paid During the Period Total Shareholder Return Amount Total Shareholder Return Amount Common stock, issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Other-than-temporary impairment short term investment Other-than-temporary Impairment Loss, Debt Securities, Available-for-Sale Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and development Research and Development Expense [Member] Common stock, authorized (in shares) Common Stock, Shares Authorized Payments for business acquisitions, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Net change in unrealized gains or losses on available-for-sale securities OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and Tax Weighted-average shares used to compute net income (loss) per share, diluted (in shares) Number of shares used in diluted calculation Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Numerator: Net Income (Loss) Available to Common Stockholders, Basic [Abstract] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Due within one year Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Cash and Cash Equivalents [Line Items] Cash and Cash Equivalents [Line Items] Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Interest expense Interest Expense, Nonoperating Letters of credit issued and outstanding Letters of Credit Outstanding, Amount Payments for repurchases of convertible senior notes Repayments of Convertible Debt Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Accounts receivable, net of allowances of $8 and $6, respectively Accounts Receivable, after Allowance for Credit Loss, Current Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Net carrying amount Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Employee share-based awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Convertible senior notes Convertible Debt Securities [Member] Schedule of Restructuring Reserve Schedule of Restructuring Reserve by Type of Cost [Table Text Block] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Goodwill, expected tax deductible amount Business Acquisition, Goodwill, Expected Tax Deductible Amount Assets Assets [Abstract] Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax Document Type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] Business Combinations Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Short-term investments Short-Term Investments Weighted-average effect of diluted securities related to: Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract] Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before provision for (benefit from) income taxes Pretax income (loss) Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Stock issued (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Vesting [Axis] Vesting [Axis] Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Schedule of Potentially Dilutive Securities Excluded from Diluted Per Share Calculation Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Schedule of Unrecognized Stock-based Compensation Expense Share-Based Payment Arrangement, Nonvested Award, Cost [Table Text Block] Non-PEO NEO Non-PEO NEO [Member] Additional Paid-in Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Class of Stock [Line Items] Class of Stock [Line Items] Recent Accounting Pronouncements Not Yet Adopted New Accounting Pronouncements, Policy [Policy Text Block] Net income (loss) per share, diluted (in dollars per share) Earnings Per Share, Diluted Class of Stock [Axis] Class of Stock [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Name Measure Name Cost of revenue: Cost of Goods and Services Sold [Abstract] Entity Interactive Data Current Entity Interactive Data Current Market-Based RSUs Market-Based RSUs [Member] Market-Based RSUs Type of Restructuring [Domain] Type of Restructuring [Domain] Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Proceeds from sales of securities available-for-sale and other

Proceeds from Sale of Debt Securities, Available-for-Sale Vesting percentage earned by employees after each completed year of service Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Number of operating segments Number of Operating Segments Restructuring and other charges Restructuring, Settlement and Impairment Provisions Preferred stock, issued (in shares) Preferred Stock, Shares Issued Severance and termination benefit costs Employee Severance [Member] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Restructuring and Other Charges Restructuring and Related Activities Disclosure [Text Block] Assumed conversion of Class B to Class A common shares (in shares) Incremental Common Shares Attributable To Dilutive Effect Of Conversion Of Common Stock Incremental Common Shares Attributable To Dilutive Effect Of Conversion Of Common Stock Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Retention amount Litigation Settlement, Amount Awarded to Other Party, Portion Covered By Insurance Retention Balance Litigation Settlement, Amount Awarded to Other Party, Portion Covered By Insurance Retention Balance Sales and marketing Selling and Marketing Expense Performance Period Two Share-Based Payment Arrangement, Tranche Two [Member] Provision for (benefit from) income taxes Income Tax Expense (Benefit) Interest and other Interest And Other, Effect On Earnings Interest And Other, Effect On Earnings Repayments of debt Repayments of Senior Debt Changes in operating assets and liabilities: Increase (Decrease) in Other Operating Assets and Liabilities, Net [Abstract] Schedule of Investments [Line Items] Schedule of Investments [Line Items] Supplementary cash flow disclosure: Supplemental Cash Flow Information [Abstract] Subscription Cost of Services, Licenses and Services [Member] Cost of Services, Licenses and Services [Member] Net income (loss), diluted Net Income (Loss) Available to Common Stockholders, Diluted Weighted-average remaining period (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Total revenue Revenue from Contract with Customer, Excluding Assessed Tax Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Operating loss Operating Income (Loss) Business Acquisition [Line Items] Business Acquisition [Line Items] Number of reportable segments Number of Reportable Segments Total liabilities and stockholders' equity Liabilities and Equity All Adjustments to Compensation All Adjustments to Compensation [Member] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Accrued compensation Employee-related Liabilities, Current Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Restructuring charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Operating lease right-of-use assets exchanged for lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Taxes withheld related to net share settlement of equity awards Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Performance obligations expected to be satisfied, expected timing Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating expenses: Operating Expenses [Abstract] Spera Cybersecurity Spera Cybersecurity [Member] Spera Cybersecurity Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Consideration transferred Business Combination, Consideration Transferred Vesting [Domain] Vesting [Domain] Liabilities and stockholders' equity Liabilities and Equity [Abstract] Less: unamortized debt issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Number of plaintiffs Loss Contingency, Number of Plaintiffs Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Estimated Fair ValueÂ Estimate of Fair Value Measurement [Member] Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Adoption Date Trading Arrangement Adoption Date Deferred revenue, noncurrent Contract with Customer, Liability, Noncurrent Consideration transferred, cash held back Business Combination, Consideration Transferred, Cash Held Back Business Combination, Consideration Transferred, Cash Held Back Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Principal Long-Term Debt, Gross Exercise Price Award Exercise Price Net Income (Loss) Per Share Earnings Per Share [Text Block] Accrued compensation Increase (Decrease) in Employee Related Liabilities Arrangement Duration Trading Arrangement Duration Schedule of Debt Convertible Debt [Table Text Block] Restricted cash, current included in prepaid expenses and other current assets Restricted Cash and Cash Equivalents, Current Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value 2024 Restructuring Plan 2024 Restructuring Plan [Member] 2024 Restructuring Plan Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Restructuring Plan [Axis] Restructuring Plan [Axis] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Entities [Table] Entities [Table] Name Trading Arrangement, Individual Name Interest income and other, net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Unrealized Gain Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Unrecognized stock-based compensation expense Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Payments for warrants related to convertible senior notes Payments for Repurchase of Warrants Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Performance Period Three Share-Based Payment Arrangement, Tranche Three [Member] Operating lease right-of-use assets Increase (Decrease) In Operating Lease, Right-Of-Use Assets Increase (Decrease) In Operating Lease, Right-Of-Use Assets Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Beginning balance (in shares) Ending balance (in shares) Shares, Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Professional services and other Technology Service [Member] Number of short-term investments in unrealized loss positions (in investments) Debt Securities, Available-for-Sale, Unrealized Loss Position, Number of Positions Reallocation of net income as result of assumed conversion of Class B to Class A common shares Dilutive Securities, Effect on Basic Earnings Per Share, Dilutive Convertible Securities Securities Litigation Securities Litigation [Member] Securities Litigation PEO Total Compensation Amount PEO Total Compensation Amount Estimated Fair ValueÂ Estimated fair value Debt Securities, Available-for-Sale, Excluding Accrued Interest Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common stock Common Stock [Member] Measure: Measure [Axis] Preferred stock, authorized (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Issuance of common stock (in shares) Stock Issued During Period, Shares, New Issues Entity Emerging Growth Company Entity Emerging Growth Company Entity Central Index Key Entity Central Index Key General and administrative General and Administrative Expense [Member] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Financial Instrument [Axis] Financial Instrument [Axis] Depreciation, amortization and accretion Depreciation, Amortization And Accretion, Excluding Amortization of Deferred Sales Commissions Depreciation, Amortization And Accretion, Excluding Amortization Of Deferred Sales Commissions 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, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Interest receivable Interest Receivable, Current Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition RSAs Restricted Stock [Member] Entity Shell Company Entity Shell Company Measurement Basis [Axis] Measurement Basis [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Subscription Subscription and Circulation [Member] Class B Class B Common StockÂ Common Class B [Member] Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Accounting Standards and Significant Accounting Policies Significant Accounting Policies [Text Block] Numerator: Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Earn rate, percent of shares granted Share-based Compensation Arrangement by Share-based Payment Award, Earn Rate, Percent of Shares Granted Share-based Compensation Arrangement by Share-based Payment Award, Earn Rate, Percent of Shares Granted Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Strategic investments without a readily determinable fair value Equity Securities without Readily Determinable Fair Value, Amount Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Remaining performance obligation, percentage Revenue, Remaining Performance Obligation, Percentage Income Taxes Income Tax Disclosure [Text Block] Earnings Per Share [Abstract] Earnings Per Share [Abstract] Estimated Fair Value Debt Securities, Available-for-Sale, Fair Value, Fiscal Year Maturity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Class of Stock [Domain] Class of Stock [Domain] General and administrative General and Administrative Expense Deferred income taxes Deferred Income Taxes and Tax Credits Litigation settlement, amount awarded to other party Litigation Settlement, Amount Awarded to Other Party Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Loss Contingency Nature [Axis] Loss Contingency Nature [Axis] Convertible senior notes Long-Term Debt, Fair Value Principal Amount Reported Value Measurement [Member] Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Gross profit Gross Profit Fair Value as of Grant Date Award Grant Date Fair Value Due within one year Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One Convertible Senior Notes, Net Debt Disclosure [Text Block] Amortization of contract costs Capitalized Contract Cost, Amortization Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Issuance of common stock Stock Issued During Period, Value, New Issues Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-based Compensation Expense by Statement of Operations Location Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Principles of Consolidation Consolidation, Policy [Policy Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common stock Common Stock, Value, Issued Fiscal Period Fiscal Period, Policy [Policy Text Block] 2026 Notes Convertible Senior Notes Due 2026 [Member] Convertible Senior Notes Due 2026 Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Schedule of Investments [Table] Schedule of Investments [Table] Certificates of deposit Certificates of Deposit [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Gain on early extinguishment of debt Gain on early extinguishment of debt Gain (Loss) on Extinguishment of Debt Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Convertible senior notes, net, noncurrent Convertible Debt, Noncurrent Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Preferred stock, par value $0.0001 per share; 100,000 shares authorized; no shares issued and outstanding as of July 31, 2024 and January 31, 2024 Preferred Stock, Value, Issued Employee share-based awards Share-Based Payment Arrangement [Member] ESPP Employee Stock [Member] Fair Value Measurement [Domain] Fair Value Measurement [Domain] Net income (loss) per share, basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Cash equivalents: Cash and Cash Equivalents [Member] Operating leases Operating Lease, Payments Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net income (loss), basic Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Denominator: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Unrecognized compensation costs, stock option Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Total assets Assets Total cost of revenue Cost of Goods and Services Sold Draws on line of credit Long-Term Line of Credit Number of shares granted in period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Deferred commissions Increase (Decrease) in Deferred Compensation Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other liabilities, noncurrent Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Commitments and contingencies (Note 8) Commitments and Contingencies Termination Date Trading Arrangement Termination Date Employee Incentive Plans Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Due between one to five years Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year One Through Five Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Carrying Amounts and Estimated Fair Values of Convertible Note Schedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block] Stock-based compensation expense Share-Based Payment Arrangement, Expense Net income (loss) Net income (loss) Net loss Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Investments, Debt and Equity Securities [Abstract] Investments, Debt and Equity Securities [Abstract] Other Commitments [Table] Other Commitments [Table] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Business Acquisition [Axis] Business Acquisition [Axis] Proceeds from shares issued in connection with employee stock purchase plan Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Excluding Option Exercised Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Deferred Commissions Deferred Revenue and Performance Obligations Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Denominator: Weighted Average Number of Shares Outstanding, Basic [Abstract] Restructuring Plan [Domain] Restructuring Plan [Domain] Accrued expenses and other liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Name Forgone Recovery, Individual Name Consideration transferred, cash held back, payment period Business Combination, Consideration

Transferred, Cash Held Back, Payment Period Business Combination, Consideration Transferred, Cash Held Back, Payment Period Document Period End Date Document Period End Date Loss Contingency, Nature [Domain] Loss Contingency, Nature [Domain] Benefit from exercise of hedges related to convertible senior notes Stock Redeemed, Value, Exercise of Hedges Related to Convertible Senior Notes Stock Redeemed, Value, Exercise of Hedges Related to Convertible Senior Notes Other, net Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Insider Trading Arrangements [Line Items] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Amortized Cost Debt Securities, Available-for-Sale, Amortized Cost, Fiscal Year Maturity [Abstract] Revenue recognized that was included in the contract liability balance Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current 2025 Notes Convertible Senior Notes Due 2025 [Member] Convertible Senior Notes Due 2025 [Member] Reclassifications Reclassification, Comparability Adjustment [Policy Text Block] Restricted cash, noncurrent included in other assets Restricted Cash and Cash Equivalents, Noncurrent Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Due between one to five years Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year One Through Five Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Weighted-average shares used to compute net income (loss) per share, basic (in shares) Weighted-average shares outstanding, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Capitalized software Payments for Software Settlement of warrants Adjustments To Additional Paid In Capital, Warrant Settled Adjustments To Additional Paid In Capital, Warrant Settled RSUs Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Entity Filer Category Entity Filer Category Beginning balance Ending balance Restructuring Reserve Revenue from remaining performance obligations Revenue, Remaining Performance Obligation, Amount Convertible senior notes (in shares) Incremental Common Shares Attributable to Dilutive Effect of Conversion of Debt Securities Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Purchases of securities available-for-sale and other Payments to Acquire Debt Securities, Available-for-Sale Letter of Credit Letter of Credit [Member] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 10 okta-20240731_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 12 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cover Page - shares 6 Months Ended Jul. 31, 2024 Aug. 26, 2024 Entity Information [Line Items] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Jul. 31, 2024 Â Document Transition Report false Â Entity File Number 001-38044 Â Entity Registrant Name Okta, Inc. Â Entity Incorporation, State or Country Code DE Â Entity Address, Address Line One 100 First Street, Suite 600 Â Entity Tax Identification Number 26-4175727 Â Entity Address, City or Town San Francisco Â Entity Address, State or Province CA Â Entity Address, Postal Zip Code 94105 Â City Area Code 888 Â Local Phone Number 722-7871 Â Title of 12(b) Security Class A common stock, par value $0.0001 per share Â Trading Symbol OKTA Â Security Exchange Name NASDAQ Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Large Accelerated Filer Â Entity Small Business false Â Entity Emerging Growth Company false Â Entity Shell Company false Â Amendment Flag false Â Entity Central Index Key 0001660134 Â Current Fiscal Year End Date --01-31 Â Document Fiscal Year Focus 2025 Â Document Period Focus Q2 Â Class A Â Â Â Entity Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 162,413,965 Class B Â Â Â Entity Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 7,448,091 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_EntityInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 13 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Millions Jul. 31, 2024 Jan. 31, 2024 Current assets: Â Â Cash and cash equivalents $ 515 $ 334 Short-term investments 1,843 1,868 Accounts receivable, net of allowances of $8 and $6, respectively 377 559 Deferred commissions 122 113 Prepaid expenses and other current assets 181 106 Total current assets 3,038 2,980 Property and equipment, net 47 48 Operating lease right-of-use assets 82 83 Deferred commissions, noncurrent 230 242 Intangible assets, net 168 182 Goodwill 5,448 5,406 Other assets 54 48 Total assets 9,067 8,989 Current liabilities: Â Â Accounts payable 11 12 Accrued expenses and other current liabilities 142 115 Accrued compensation 113 167 Deferred revenue 1,394 1,488 Total current liabilities 1,660 1,782 Convertible senior notes, net, noncurrent 1,113 1,154 Operating lease liabilities, noncurrent 107 112 Deferred revenue, noncurrent 21 23 Other liabilities, noncurrent 33 30 Total liabilities 2,934 3,101 Commitments and contingencies (Note 8) Stockholdersâ€™ equity: Â Â Preferred stock, par value $0.0001 per share; 100,000 shares authorized; no shares issued and outstanding as of July 31, 2024 and January 31, 2024 0 0 Additional paid-in capital 8,981 8,724 Accumulated other comprehensive loss (7) (6) Accumulated deficit (2,841) (2,830) Total stockholdersâ€™ equity 6,133 5,888 Total liabilities and stockholders' equity 9,067 8,989 Class A Â Â Stockholdersâ€™ equity: Â Â Common stock 0 0 Class B Â Â Stockholdersâ€™ equity: Â Â Common stock $ 0 $ 0 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1:

http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNetNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -

Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ConvertibleDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance

Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_OtherLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investments including trading securities, available-for-sale securities, held-to-maturity securities, and short-term investments classified as other and current. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - USD ($) $ in Millions Jul. 31, 2024 Jan. 31, 2024 Allowance for accounts receivable $ 8 $ 6 Preferred stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Preferred stock, authorized (in shares) 100,000,000 100,000,000 Preferred stock, issued (in shares) 0 0 Preferred stock, outstanding (in shares) 0 0 Class A Â Â Common stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Common stock, authorized (in shares) 1,000,000,000 1,000,000,000 Common stock, issued (in shares) 162,397,000 159,835,000 Common stock, outstanding (in shares) 162,397,000 159,835,000 Class B Â Â Common stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Common stock, authorized (in shares) 120,000,000 120,000,000 Common stock, issued (in shares) 7,448,000 7,291,000 Common stock, outstanding (in shares) 7,448,000 7,291,000 X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting

Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 15 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($) shares in Thousands, $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Revenue: Â Â Â Â Total revenue $ 646 $ 556 $ 1,263 $ 1,074 Cost of revenue: Â Â Â Â Total cost of revenue 155 149 303 291 Gross profit 491 407 960 783 Operating expenses: Â Â Â Â Research and development 164 172 327 335 Sales and marketing 238 261 474 517 General and administrative 108 119 225 229 Restructuring and other charges 0 17 0 24 Total operating expenses 510 569 1,026 1,105 Operating loss (19) (162) (66) (322) Interest expense (1) (2) (3) (5) Interest income and other, net 29 18 56 35 Gain on early extinguishment of debt 3 42 3 73 Interest and other, net 31 58 56 103 Income (loss) before provision for (benefit from) income taxes 12 (104) (10) (219) Provision for (benefit from) income taxes (17) 7 1 11 Net income (loss) $ 29 $ (111) $ (11) $ (230) Net income (loss) per share, basic (in dollars per share) $ 0.18 $ (0.68) $ (0.06) $ (1.42) Net income (loss) per share, diluted (in dollars per share) $ 0.15 $ (0.68) $ (0.06) $ (1.42) Weighted-average shares used to compute net income (loss) per share, basic (in shares) 168,612 162,755 168,045 162,051 Weighted-average shares used to compute net income (loss) per share, diluted (in shares) 174,443 162,755 168,045 162,051 Subscription Â Â Â Â Revenue: Â Â Â Â Total revenue $ 632 $ 542 $ 1,235 $ 1,045 Cost of revenue: Â Â Â Â Total cost of revenue 137 128 267 250 Professional services and other Â Â Â Â Revenue: Â Â Â Â Total revenue 14 14 28 29 Cost of revenue: Â Â Â Â Total cost of revenue $ 18 $ 21 $ 36 $ 41 X - DefinitionInterest Expense And Other Non-Operating (Income) Expense + ReferencesNo definition available. + Details Name: okta_InterestExpenseAndOtherNonOperatingIncomeExpense Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1 + Details Name: us-gaap_CostOfGoodsAndServicesSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CostOfGoodsAndServicesSoldAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards 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https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification 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-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI 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as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of restructuring charges, remediation cost, and asset impairment loss. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_RestructuringSettlementAndImpairmentProvisions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: srt_ProductOrServiceAxis=us-gaap_SubscriptionAndCirculationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=us-gaap_TechnologyServiceMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 16 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Statement of Comprehensive Income [Abstract] Â Â Â Â Net income (loss) $ 29 $ (111) $ (11) $ (230) Other comprehensive income (loss): Â Â Â Â Net change in unrealized gains or losses on available-for-sale securities 7 3 (1) 14 Foreign currency translation adjustments 3 3 0 5 Other comprehensive income (loss) 10 6 (1) 19 Comprehensive income (loss) $ 39 $ (105) $ (12) $ (211) X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 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Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period

Type: duration X - DefinitionAmount, after tax and adjustment, of unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale) and unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11 + Details Name: us-gaap_OtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeLossBeforeTaxPeriodIncreaseDecreaseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1 + Details Name: us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of other comprehensive income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) 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10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482739/220-10-55-15Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 17 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY - USD ($) shares in Thousands, $ in Millions Total Common stock Class A Common StockÂ Common stock Class B Common StockÂ Additional Paid-in Capital Accumulated Other Comprehensive Loss Accumulated Deficit Beginning balance (in shares) at Jan. 31, 2023 Â 154,009 7,300 Â Â Â Beginning balance at Jan. 31, 2023 $ 5,466 $ 0 $ 0 $ 7,974 $ (33) $ (2,475) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock (in shares) Â 1,068 Â Â Â Â Issuance of common stock 8 Â Â 8 Â Â Proceeds from hedges related to convertible senior notes (in shares) Â (33) Â Â Â Â Stock-based compensation 166 Â Â 166 Â Â Other comprehensive income (loss) 13 Â Â Â 13 Â Net income (loss) (119) Â Â Â Â (119) Ending balance (in shares) at Apr. 30, 2023 Â 155,044 7,300 Â Â Â Ending balance at Apr. 30, 2023 5,534 $ 0 $ 0 8,148 (20) (2,594) Beginning balance (in shares) at Jan. 31, 2023 Â 154,009 7,300 Â Â Â Beginning balance at Jan. 31, 2023 5,466 $ 0 $ 0 7,974 (33) (2,475) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Net income (loss) (230) Â Â Â Â Â Ending balance (in shares) at Jul. 31, 2023 Â 156,740 7,300 Â Â Â Ending balance at Jul. 31, 2023 5,640 $ 0 $ 0 8,359 (14) (2,705) Beginning balance (in shares) at Apr. 30, 2023 Â 155,044 7,300 Â Â Â Beginning balance at Apr. 30, 2023 5,534 $ 0 $ 0 8,148 (20) (2,594) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock (in shares) Â 1,696 Â Â Â Â Issuance of common stock 29 Â Â 29 Â Â Stock-based compensation 186 Â Â 186 Â Â Settlement of warrants (4) Â Â (4) Â Â Other comprehensive income (loss) 6 Â Â Â 6 Â Net income (loss) (111) Â Â Â Â (111) Ending balance (in shares) at Jul. 31, 2023 Â 156,740 7,300 Â Â Â Ending balance at Jul. 31, 2023 5,640 $ 0 $ 0 8,359 (14) (2,705) Beginning balance (in shares) at Jan. 31, 2024 Â 159,835 7,291 Â Â Â Beginning balance at Jan. 31, 2024 5,888 $ 0 $ 0 8,724 (6) (2,830) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock (in shares) Â 1,077 Â Â Â Â Issuance of common stock 6 Â Â 6 Â Â Taxes withheld related to net share settlement of equity awards (42) Â Â (42) Â Â Stock-based compensation 152 Â Â 152 Â Â Other comprehensive income (loss) (11) Â Â Â (11) Â Net income (loss) (40) Â Â Â Â (40) Ending balance (in shares) at Apr. 30, 2024 Â 160,912 7,291 Â Â Â Ending balance at Apr. 30, 2024 5,953 $ 0 $ 0 8,840 (17) (2,870) Beginning balance (in shares) at Jan. 31, 2024 Â 159,835 7,291 Â Â Â Beginning balance at Jan. 31, 2024 5,888 $ 0 $ 0 8,724 (6) (2,830) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Net income (loss) (11) Â Â Â Â Â Ending balance (in shares) at Jul. 31, 2024 Â 162,397 7,448 Â Â Â Ending balance at Jul. 31, 2024 6,133 $ 0 $ 0 8,981 (7) (2,841) Beginning balance (in shares) at Apr. 30, 2024 Â 160,912 7,291 Â Â Â Beginning balance at Apr. 30, 2024 5,953 $ 0 $ 0 8,840 (17) (2,870) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock (in shares) Â 1,470 172 Â Â Â Issuance of common stock 31 Â Â 31 Â Â Taxes withheld related to net share settlement of equity awards (40) Â Â (40) Â Â Conversion of Class B common stock to Class A common stock (in shares) Â 15 (15) Â Â Â Stock-based compensation 150 Â Â 150 Â Â Other comprehensive income (loss) 10 Â Â Â 10 Â Net income (loss) 29 Â Â Â Â 29 Ending balance (in shares) at Jul. 31, 2024 Â 162,397 7,448 Â Â Â Ending balance at Jul. 31, 2024 $ 6,133 $ 0 $ 0 $ 8,981 $ (7) $ (2,841) X - DefinitionAdjustments To Additional Paid In Capital, Warrant Settled + ReferencesNo definition available. + Details Name: okta_AdjustmentsToAdditionalPaidInCapitalWarrantSettled Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStock Redeemed, Shares, Exercise of Hedges Related to Convertible Senior Notes + ReferencesNo definition available. + Details Name: okta_StockRedeemedSharesExerciseOfHedgesRelatedToConvertibleSeniorNotes Namespace Prefix: okta_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 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Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37:

http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of other comprehensive income (loss) attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 18 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Millions 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Cash flows from operating activities: Â Â Net loss $ (11) $ (230) Adjustments to reconcile net loss to net cash provided by operating activities: Â Â Stock-based compensation 299 351 Depreciation, amortization and accretion 42 43 Amortization of deferred commissions 62 49 Deferred income taxes (4) 3 Lease impairment charges 0 25 Gain on early extinguishment of debt (3) (73) Other, net 7 6 Changes in operating assets and liabilities: Â Â Accounts receivable 181 92 Deferred commissions (59) (65) Prepaid expenses and other assets (82) (14) Operating lease right-of-use assets 10 12 Accounts payable (1) 1 Accrued compensation (55) 24 Accrued expenses and other liabilities 33 (4) Operating lease liabilities (18) (20) Deferred revenue (96) (18) Net cash provided by operating activities 305 182 Cash flows from investing activities: Â Â Capitalized software (7) (7) Purchases of property and equipment (6) (2) Purchases of securities available-for-sale and other (779) (577) Proceeds from maturities and redemption of securities available-for-sale 808 1,101 Proceeds from sales of securities available-for-sale and other 2 61 Payments for business acquisitions, net of cash acquired (56) (22) Net cash provided by (used in) investing activities (38) 554 Cash flows from financing activities: Â Â Payments for repurchases of convertible senior notes (40) (671) Taxes paid related to net share settlement of equity awards (80) 0 Payments for warrants related to convertible senior notes 0 (4) Proceeds from stock option exercises 9 8 Proceeds from shares issued in connection with employee stock purchase plan 24 26 Net cash used in financing activities (87) (641) Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cash 0 2 Net increase in cash, cash equivalents and restricted cash 180 97 Cash, cash equivalents and restricted cash at beginning of period 342 271 Cash, cash equivalents and restricted cash at end of period 522 368 Cash paid during the period for: Â Â Operating leases 22 24 Non-cash activities: Â Â Benefit from exercise of hedges related to convertible senior notes 0 2 Operating lease right-of-use assets exchanged for lease liabilities 9 5 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: Â Â Cash and cash equivalents 515 356 Restricted cash, current included in prepaid expenses and other current assets 1 5 Restricted cash, noncurrent included in other assets 6 7 Total cash, cash equivalents and restricted cash $ 522 $ 368 X - DefinitionCash Paid During the Period + ReferencesNo definition available. + Details Name: okta_CashPaidDuringThePeriodAbstract Namespace Prefix: okta_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDepreciation, Amortization And Accretion, Excluding Amortization Of Deferred Sales Commissions + ReferencesNo definition available. + Details Name: okta_DepreciationAmortizationAndAccretionExcludingAmortizationOfDeferredSalesCommissions Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease (Decrease) In Operating Lease, Right-Of-Use Assets + ReferencesNo definition available. + Details Name: okta_IncreaseDecreaseInOperatingLeaseRightOfUseAssets Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLease Impairment Charges + ReferencesNo definition available. + Details Name: okta_LeaseImpairmentCharges Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStock Redeemed, Value, Exercise of Hedges Related to Convertible Senior Notes + ReferencesNo definition available. + Details Name: okta_StockRedeemedValueExerciseOfHedgesRelatedToConvertibleSeniorNotes Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of expense recognized in the current period for the periodic realization of capitalized fees that were paid to salespeople, distributors, brokers, and agents at the time of the conclusion of the sale. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_AmortizationOfDeferredSalesCommissions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-

45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) and income tax credits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_DeferredIncomeTaxesAndTaxCredits Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in accrued expenses, and obligations classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the obligation created by employee agreements whereby earned compensation will be paid in the future. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInDeferredCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInEmployeeRelatedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherOperatingAssetsAndLiabilitiesNetAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher

FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) included in net income that results in no cash inflow (outflow), classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OtherNoncashIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount paid by the entity to reacquire the right to purchase equity shares at a predetermined price, usually issued together with corporate debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the development, modification or acquisition of software programs or applications for internal use (that is, not to be sold, leased or otherwise marketed to others) that qualify for capitalization. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsForSoftware Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to acquire investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-11 + Details Name: us-gaap_PaymentsToAcquireAvailableForSaleSecuritiesDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow from issuance of shares under share-based payment arrangement. Excludes option exercised. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlans Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from maturity, prepayment and call of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from sale of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-11 + Details Name: us-gaap_ProceedsFromSaleOfAvailableForSaleSecuritiesDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfConvertibleDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_RestrictedCashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5 + Details Name: us-gaap_RestrictedCashAndCashEquivalentsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase in right-of-use asset obtained in exchange for operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 19 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Overview and Basis of Presentation 6 Months Ended Jul. 31, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Overview and Basis of Presentation Overview and Basis of Presentation Description of Business Okta, Inc. (the â€œCompanyâ€) is the leading independent identity partner. The Companyâ€™s Workforce Identity Cloud and Customer Identity Cloud, powered by Auth0, enable customers to securely connect the right people to the right technologies and services at the right time. Employees and contractors sign into the Workforce Identity Cloud to seamlessly and securely access the applications they need to do their most important work. Organizations use the Companyâ€™s Identity Platform to collaborate with their partners, and to provide their customers with more modern and secure experiences in the cloud and via mobile devices. Developers leverage the Workforce Identity Cloud and Customer Identity Cloud to securely and efficiently embed identity into the software they build, allowing them to innovate and focus on their core missions. 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 (â€œGAAPâ€) 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 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 in one reportable segment. The condensed consolidated balance sheet as of JanuaryÂ 31, 2024, included herein, was derived from the audited financial statements as of that date. In the opinion of the Companyâ€™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 JanuaryÂ 31, 2025 or any future period.The Companyâ€™s fiscal year ends on January 31. References to fiscal 2025, for example, refer to the fiscal year ending JanuaryÂ 31, 2025. Certain prior period amounts have been reclassified to conform to the current period presentation.The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Companyâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission (â€œSECâ€) on March 1, 2024. Use of EstimatesThe 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 Companyâ€™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. X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accounting Standards and Significant Accounting Policies 6 Months Ended Jul. 31, 2024 Accounting Policies [Abstract] Â Accounting Standards and Significant Accounting Policies Accounting Standards and Significant Accounting Policies Significant Accounting PoliciesFor a summary of the Companyâ€™s significant accounting policies refer to â€œNote 2. Summary of Significant Accounting Policiesâ€ of its Annual Report on Form 10-K for the fiscal year ended JanuaryÂ 31, 2024. Recent Accounting Pronouncements Not Yet Adopted In November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued guidance which requires disclosure of incremental segment information on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this Accounting Standards Update ("ASU") and intends to adopt this guidance in fiscal 2025.In December 2023, the FASB issued guidance to provide disaggregated income tax disclosures on the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company intends to adopt this guidance in fiscal 2026. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Restructuring and Other Charges 6 Months Ended Jul. 31, 2024 Restructuring and Related Activities [Abstract] Â Restructuring and Other Charges Restructuring and Other ChargesDuring the fourth quarter of fiscal 2024, the Company approved a restructuring plan (the â€œ2024 Restructuring Planâ€) intended to improve operating efficiencies and profitability. The 2024 Restructuring Plan involved a reduction of the Companyâ€™s workforce by approximately 400 full-time employees. The

2024 Restructuring Plan was substantially complete by the first quarter of fiscal 2025 and the Company recognized aggregate restructuring costs of $24Â million in the fourth quarter of fiscal 2024.The following table summarizes the Companyâ€™s restructuring liability that is included in Accrued expenses and other current liabilities on the condensed consolidated balance sheets:Severance and termination benefit costs(dollars in millions)Balance as of January 31, 2024$24Â Restructuring chargesâ€”Â Cash payments(24)Balance as of July 31, 2024$â€”Â X - ReferencesNo definition available. + Details Name: us-gaap_RestructuringAndRelatedActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/420/tableOfContentReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cash Equivalents and Investments 6 Months Ended Jul. 31, 2024 Investments, Debt and Equity Securities [Abstract] Â Cash Equivalents and Investments Cash Equivalents and Short-term InvestmentsIn estimating fair value, the Company uses a three-tier fair value hierarchy as follows:â€¢Level 1 â€” Valuations based on observable inputs that reflect quoted prices for identical assets or liabilities in active markets.â€¢Level 2 â€” Valuations based on other inputs that are directly or indirectly observable in the marketplace.â€¢Level 3 â€” Valuations based on unobservable inputs that are supported by little or no market activity.The following tables present the amortized cost, unrealized gain (loss) and estimated fair value of cash equivalents and short-term investments:Â As of July 31, 2024Â AmortizedCostUnrealizedGainUnrealizedLossEstimatedFair ValueÂ (dollars in millions)Cash equivalents:Â Â Â Â Money market funds (Level 1)$319Â $â€”Â $â€”Â $319Â Certificates of deposit (Level 2)23Â â€”Â Â â€”Â 23Â Total cash equivalents342Â â€”Â â€”Â 342Â Level 2:Short-term investments (Available-for-sale):U.S. treasury securities1,679Â 2Â (1)1,680Â Corporate debt securities118Â â€”Â Â â€”Â 118Â Certificates of deposit45Â â€”Â Â â€”Â 45Â Total short-term investments1,842Â 2Â (1)1,843Â Total$2,184Â $2Â (1)2,185Â Â As of January 31, 2024Â AmortizedCostUnrealizedGainUnrealizedLossEstimatedFair ValueÂ (dollars in millions)Level 1:Cash equivalents:Â Â Â Â Money market funds$151Â $â€”Â $â€”Â $151Â Total cash equivalents151Â â€”Â Â â€”Â 151Â Level 2:Short-term investments (Available-for-sale):U.S. treasury securities1,782Â 3Â (1)1,784Â Corporate debt securities43Â â€”Â Â â€”Â 43Â Certificates of deposit41Â â€”Â Â â€”Â 41Â Total short-term investments1,866Â 3Â (1)1,868Â Total$2,017Â $3Â (1)2,019Â The following table presents the contractual maturities of the Companyâ€™s short-term investments: As of July 31, 2024Â AmortizedCostEstimatedFair Value(dollars in millions)Due within one year$1,346Â $1,346Â Due between one to five years496Â 497Â Â Total$1,842Â $1,843Â Interest receivable of $23 million and $20 million is included in Prepaid expenses and other current assets on the condensed consolidated balance sheets as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively.The Company had 53 and 41 short-term investments in unrealized loss positions as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively.For available-for-sale debt securities that have unrealized losses, the Company evaluates whether (i) the Company has the intention to sell any of these investments, (ii) it is not more likely than not that the Company will be required to sell any of these available-for-sale debt securities before recovery of the entire amortized cost basis and (iii) the decline in the fair value of the investment is due to credit or non-credit related factors. There were no material credit or non-credit related impairments for short-term investments as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024.Strategic InvestmentsStrategic investments primarily include equity investments in privately-held companies, which do not have a readily determinable fair value. As of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, the balance of strategic investments was $29 million and $26 million, respectively. X - DefinitionThe entire disclosure of the components of cash, cash equivalents, and short-term investments. Short-term investments may include current marketable securities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/320/tableOfContent + Details Name: us-gaap_CashCashEquivalentsAndShortTermInvestmentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Deferred Commissions 6 Months Ended Jul. 31, 2024 Revenue from Contract with Customer [Abstract] Â Deferred Commissions Deferred CommissionsSales commissions capitalized as contract costs totaled $33 million and $40 million in the three months ended July 31, 2024 and 2023, respectively, and $59 million and $65 million for the six months ended July 31, 2024 and 2023, respectively. Amortization of contract costs totaled $32 million and $26 million for the three months ended July 31, 2024 and 2023, respectively, and $62 million and $49 million for the six months ended July 31, 2024 and 2023, respectively.Deferred Revenue and Performance ObligationsDeferred RevenueDeferred revenue, which is a contract liability, consists primarily of payments received and accounts receivable recorded in advance of revenue recognition under the Companyâ€™s contracts with customers and is recognized as the revenue recognition criteria are met.Subscription revenue recognized during the three months ended JulyÂ 31, 2024Â andÂ 2023 that was included in the deferred revenue balances at the beginning of the respective periods was $578 millionÂ andÂ $490 million, respectively, and $1,008 million and $850 million in the six months ended July 31, 2024 and 2023, respectively.Transaction Price Allocated to the Remaining Performance ObligationsTransaction price allocated to the remaining performance obligations (â€œRPOâ€) 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 was approximatelyÂ $3,505 million as of JulyÂ 31, 2024. Of this amount, theÂ Company expects to recognize revenue of approximately $1,995 million, or 57%, over the nextÂ 12 months, with the balance to be recognized as revenue thereafter. Remaining performance obligations for professional services and other contracts as of JulyÂ 31, 2024 were not material. X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Deferred Revenue and Performance Obligations 6 Months Ended Jul. 31, 2024 Revenue from Contract with Customer [Abstract] Â Deferred Revenue and Performance Obligations Deferred CommissionsSales commissions capitalized as contract costs totaled $33 million and $40 million in the three months ended July 31, 2024 and 2023, respectively, and $59 million and $65 million for the six months ended July 31, 2024 and 2023, respectively. Amortization of contract costs totaled $32 million and $26 million for the three months ended July 31, 2024 and 2023, respectively, and $62 million and $49 million for the six months ended July 31, 2024 and 2023, respectively.Deferred Revenue and Performance ObligationsDeferred RevenueDeferred revenue, which is a contract liability, consists primarily of payments received and accounts receivable recorded in advance of revenue recognition under the Companyâ€™s contracts with customers and is recognized as the revenue recognition criteria are met.Subscription revenue recognized during the three months ended JulyÂ 31, 2024Â andÂ 2023 that was included in the deferred revenue balances at the beginning of the respective periods was $578 millionÂ andÂ $490 million, respectively, and $1,008 million and $850 million in the six months ended July 31, 2024 and 2023, respectively.Transaction Price Allocated to the Remaining Performance ObligationsTransaction price allocated to the remaining performance obligations (â€œRPOâ€) 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 was approximatelyÂ $3,505 million as of JulyÂ 31, 2024. Of this amount, theÂ Company expects to recognize revenue of approximately $1,995 million, or 57%, over the nextÂ 12 months, with the balance to be recognized as revenue thereafter. Remaining performance obligations for professional services and other contracts as of JulyÂ 31, 2024 were not material. X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Convertible Senior Notes, Net 6 Months Ended Jul. 31, 2024 Debt Disclosure [Abstract] Â Convertible Senior Notes, Net Convertible Senior Notes, Net Convertible Senior NotesThe 2025 convertible senior notes (â€œ2025 Notesâ€) and the 2026 convertible senior notes (â€œ2026 Notesâ€ and together with the 2025 Notes, the â€œNotesâ€) are recorded at face value less unamortized debt issuance costs.During the three and six months ended JulyÂ 31, 2024, the Company repurchased $43 million principal amount of the 2026 Notes for $40 million in cash, resulting in a gain on early extinguishment of debt of $3 million. During the three months ended July 31, 2023, the Company repurchased $142 million principal amount of the 2025 Notes for $130 million in cash and $242 million principal amount of the 2026 Notes for $209 million in cash, resulting in a gain on early extinguishment of debt of $42 million. During the six months ended July 31, 2023, the Company repurchased $508 million principal amount of the 2025 Notes for $462 million in cash, and $242 million principal amount of the 2026 Notes for $209 million in cash, resulting in a gain on early extinguishment of debt of $73 million. The net carrying amount of the Notes consisted of the following:As of July 31, 2024As of January 31, 2024(dollars in millions)2025 Notes:Principal$552Â $552Â Less: unamortized debt issuance costs(2)(3)Net carrying amount$550Â $549Â 2026 Notes:Principal$565Â $608Â Less: unamortized debt issuance costs(2)(3)Net carrying amount$563Â $605Â Fair Value Measurements The following table presents the principal amounts and estimated fair values of the Notes, which are not recorded at fair value on the condensed consolidated balance sheets:Â As of July 31, 2024Â Principal AmountEstimated Fair ValueÂ (dollars in millions)2025 Notes$552Â $522Â 2026 Notes$565Â $518Â The estimated fair values of the Notes, which are Level 2 financial instruments, were determined based on the quoted bid prices of the Notes in an over-the-counter market on the last trading day of the reporting period. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Commitments and Contingencies 6 Months Ended Jul. 31, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies Commitments and Contingencies Letters of CreditIn conjunction with the execution of certain office space operating leases, letters of credit in the aggregate amount of $7 million were issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024. No draws have been made under such letters of credit. 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. On May 20, 2022, a purported shareholder filed a putative class action lawsuit in the United States District Court for the Northern District of California against the Company and certain of its executive officers, captioned In re Okta, Inc. Securities Litigation, No. 3:22-cv-02990. The lawsuit asserted claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, alleging that the defendants made false or misleading statements or omissions concerning the Companyâ€™s cybersecurity controls, vulnerability to data breaches, and the Companyâ€™s integration of Auth0, Inc. (â€œAuth0â€). The lawsuit sought an order certifying the lawsuit as a class action and unspecified damages. The defendants moved to dismiss the amended complaint. On March 31, 2023, the court issued an order granting in part and denying in part the motion to dismiss. The court dismissed in full the claims based on the plaintiffâ€™s allegations related to the Companyâ€™s cybersecurity controls and vulnerability to data breaches, and dismissed in part and denied in part the claims based on allegations related to the Auth0 integration. On February 5, 2024, the court granted the plaintiffsâ€™ unopposed motion for class certification. On May 28, 2024, the parties entered into a stipulation of settlement, subject to court approval (the â€œStipulationâ€). Under the terms of the Stipulation, in exchange for the release and dismissal with prejudice of all claims against the defendants, the Company agreed to pay and/or to cause its insurance carriers to pay a total of $60Â million, which is covered through a combination of the Companyâ€™s Director & Officer ("D&O") insurance and the balance of the Companyâ€™s $10Â million retention on the primary D&O policy. On July 19, 2024, the court granted preliminary approval of the Stipulation, ordered that notice be disseminated to the settlement class, and set a final settlement approval hearing for November 8, 2024. The Stipulation does not constitute an admission of fault or wrongdoing by the Company or its executives, and remains subject to final approval by the court and certain other conditions. The Company recognized a liability, which is included in Accrued expenses and other current liabilities on its condensed consolidated balance sheets as of April 30, 2024, in the amount of $60Â million which represents the Company's gross obligation to settle claims under the Stipulation. A corresponding receivable was recognized, which is included in Prepaid expenses and other current assets on the Companyâ€™s condensed consolidated balance sheets, which represents the insurance proceeds the Company is entitled to under its D&O insurance policies that will be paid by the Companyâ€™s insurers to settle claims on its behalf.Additionally, two purported shareholders filed derivative lawsuits on behalf of the Company in the United States District Court for the Northern District of California against certain of its current and former executive officers and directors, captioned Oâ€™Dell v. McKinnon et al., No. 3:22-cv-07480 (filed Nov. 28, 2022), and LR Trust v. McKinnon et al., No. 3:22-cv-08627 (filed Dec. 13, 2022). The lawsuits allege, among other things, that the defendants breached their fiduciary duties by making false or misleading statements or omissions concerning the Companyâ€™s cybersecurity controls, vulnerability to data breaches, and the Companyâ€™s integration of Auth0. The lawsuits seek orders permitting the plaintiffs to maintain the actions derivatively on behalf of the Company, awarding unspecified damages allegedly sustained by the Company, awarding restitution from the individual defendants, and requiring the Company to make certain reforms to its corporate governance and controls. On February 22, 2023, the court entered a stipulated order consolidating the derivative actions, appointing co-lead counsel for plaintiffs, and staying the consolidated derivative actions during the pendency of the motion to dismiss in the securities class action lawsuit. The consolidated derivative action is captioned In re Okta, Inc. Stockholder Derivative Litigation, No. 3:22-cv-07480. On May 9, 2023, the court entered a stipulated order continuing the stay through the close of discovery in the securities class action lawsuit.On April 14, 2023, another shareholder filed a substantially similar derivative lawsuit in the United States District Court for the District of Delaware against certain of the Companyâ€™s current and former executive officers and directors, captioned Buono v. McKinnon et al., No. 1:23-cv-00413. On May 31, 2023, the court entered a stipulated order whereby the defendants agreed to accept service and stay the derivative action through the close of discovery in the securities class action lawsuit. On January 25, 2024, another shareholder filed a substantially similar derivative lawsuit in the United States District Court for the District of Delaware against certain of the Companyâ€™s current and former executive officers and directors, captioned Nasr v. McKinnon, et al., No. 1:24-cv-00106. On March 18, 2024, the court entered a stipulated order whereby the defendants agreed to accept service and stay the derivative action through the close of discovery in the securities class action lawsuit. On July 1, 2024, another shareholder filed a substantially similar derivative lawsuit in the Court of Chancery for the State of Delaware against certain of the Companyâ€™s current and former executive officers and directors, captioned Grimaldi v. McKinnon, et al., C.A. No. 2024-0685-PAF. On July 19, 2024, the court entered a stipulated order whereby the defendants agreed to accept service and to stay the derivative action through final approval of the settlement in the securities class action lawsuit.While the Company and defendants have agreed to a settlement in the securities class action litigation, due to the stage of the related derivative lawsuits, the Company is unable to predict the outcome or estimate the amount of loss or range of losses that could potentially result from these lawsuits.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. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Employee Incentive Plans 6 Months Ended Jul. 31, 2024 Share-Based Payment Arrangement [Abstract] Â Employee Incentive Plans Employee Incentive PlansThe Companyâ€™s equity incentive plans provide for granting stock options, restricted stock units (â€œRSUsâ€), restricted stock awards (â€œRSAsâ€) 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 (â€œESPPâ€) to eligible employees.Stock-based compensation expense was recorded in the following cost and expense categories in the Companyâ€™s condensed consolidated statements of operations:Â Three Months EndedJuly 31,Six Months EndedJuly 31,Â 20242023202420230(dollars in millions)Cost of revenueÂ Â Â Â Subscription$22Â $21Â $41Â $37Â Professional services and other3Â 4Â 6Â 8Â Research and development56Â 74Â 119Â 142Â Sales and marketing36Â 41Â 66Â 79Â General and administrative31Â 45Â 67Â 85Â Total$148Â $185Â $299Â $351Â The following table presents total unrecognized stock-based compensation expense related to outstanding equity awards as of JulyÂ 31, 2024:Â Unrecognized Stock-based Compensation Expense(in millions)Weighted-average remaining period (in years)Unvested RSUs$931Â 2.1 yearsUnvested RSAs18Â 2.6 yearsUnvested stock options6Â 0.5 yearsESPP18Â 0.7 yearsTotal$973Â During the first quarter of fiscal 2025, the Company began funding withholding taxes due upon the vesting of employee RSUs in certain jurisdictions by net share settlement, rather than its previous approach of selling shares of the Companyâ€™s common stock. The amount of withholding taxes related to net share settlement of employee RSUs is reflected as (i) a reduction to additional paid-in-capital, and (ii) cash outflows for financing activities when the payments are made. The shares withheld by the Company as a result of the net share settlement of RSUs are not considered issued and outstanding, and do not impact the calculation of basic net loss per share attributable to the Class A and Class B common stockholders.Market-based Restricted Stock UnitsIn March 2024, the Company granted market-based RSUs to certain members of management. The target number of market-based RSUs granted was 183,595. One-third of these market-based RSUs vest over each of a one-, two- and three-year performance period, each starting on February 1, 2024. 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 Companyâ€™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 $182.15 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. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 28 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Income Taxes 6 Months Ended Jul. 31, 2024 Income Tax Disclosure [Abstract] Â Income Taxes Income TaxesFor the three and six months ended JulyÂ 31, 2024, the Company recorded a provision for (benefit from) income taxes of $(17) million and $1 million on pretax income of $12 million and pretax loss of $10 million, respectively. The effective tax rate for the three and six months ended JulyÂ 31, 2024 was approximately (158.8)% and (2.5)%, 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 tax effect of foreign operations, the tax impacts of the Spera Cybersecurity, Inc. and its subsidiary (collectively, â€œSperaâ€) integration, and U.S. federal and state taxes.For the three and six months ended July 31, 2023, the Company recorded a tax provision of $7 million and $11 million on pretax losses of $104 million and $219 million, respectively. The effective tax rate for the three and six months ended July 31, 2023 was approximately (6.5)% and (5.0)%, 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 tax effect of foreign operations, U.S. federal and state taxes, and shortfalls from stock-based compensation.The Tax Cuts and Jobs Act enacted on December 22, 2017 amended Internal Revenue Code Section 174 to require that specific research and experimental ("R&E") expenditures be capitalized and amortized over five years (U.S. R&E) or fifteen years (non-U.S. R&E) beginning in the Company's fiscal 2023. As a result, the Company has been utilizing its federal and state tax attributes and incurring cash taxes due to this provision since fiscal 2023. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50

-Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R18.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Income (Loss) Per Share 6 Months Ended Jul. 31, 2024 Earnings Per Share [Abstract] Â Net Income (Loss) Per Share Net Income (Loss) Per ShareThe Company computes net income (loss) per share of common stock in conformity with the two-class method required for participating securities.The dilutive effect of potentially dilutive common shares included in diluted earnings per share is determined in accordance with the treasury stock, if-converted, or contingently issuable accounting methods, depending on the nature of the security.The following table presents the calculation of basic and diluted net income (loss) per share:Â Three Months EndedJuly 31,Six Months EndedJuly 31,Â 2024202320242023Â Class A Class BClass A Class BClass A Class BClass A Class B(dollars in millions, shares in thousands, except per share data)Basic net income (loss) per share:Numerator:Â Net income (loss), basic$28Â $1Â (106)(5)(10)(1)(220)(10)Denominator:Weighted-average shares outstanding, basic161,310Â 7,302Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Net income (loss) per share, basic$0.18Â $0.18Â (0.68)(0.68)(0.06)(0.06)(1.42)(1.42)Diluted net income (loss) per share:Numerator:Net income (loss)$28Â $1Â (106)(5)(10)(1)(220)(10)Interest and other(3)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Reallocation of net income as result of assumed conversion of Class B to Class A common shares1Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Net income (loss), diluted$26Â $1Â (106)(5)(10)(1)(220)(10)Denominator:Number of shares used in basic calculation161,310Â 7,302Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Weighted-average effect of diluted securities related to:Employee share-based awards2,289Â 3,436Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Convertible senior notes106Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Assumed conversion of Class B to Class A common shares10,738Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Number of shares used in diluted calculation174,443Â 10,738Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Net income (loss) per share, diluted$0.15Â $0.12Â (0.68)(0.68)(0.06)(0.06)(1.42)(1.42)Potentially dilutive securities excluded because they would be anti-dilutive were as follows:Three Months Ended July 31,Six Months EndedJuly 31,Â 2024202320242023(shares in thousands)Employee share-based awards3,021Â 18,320Â 15,506Â 18,320Â Convertible senior notes5,292Â 7,085Â 5,292Â 7,085Â Total8,313Â 25,405Â 20,798Â 25,405Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business Combinations 6 Months Ended Jul. 31, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Business Combinations Business CombinationsOn FebruaryÂ 1, 2024, the Company acquired all of the outstanding equity of Spera, an identity security platform provider. The acquisition of Spera is expected to broaden the Company's identity threat detection and security posture management capabilities. The Spera acquisition was accounted for as a business combination.The acquisition date fair value of purchase consideration transferred for Spera of $58 million was paid in cash. Of this amount, $12 million of consideration was transferred to an escrow fund as partial security for any purchase price adjustments and indemnification obligations, and will be paid to the former Spera stockholders following the 18-month anniversary of the closing date (less any such adjustments or indemnification obligations). The Company preliminarily recorded $18 million for developed technology intangible assets with an estimated useful life of 5 years and preliminarily recorded $42 million of goodwill which is primarily attributed to the assembled workforce as well as the integration of Speraâ€™s technology and the Companyâ€™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.The Company entered into revesting agreements with Speraâ€™s founders pursuant to which 238,795 additional shares of Oktaâ€™s Class A common stock was issued as of the closing date which vest over three years. The $20Â million fair value of the unvested restricted stock award is attributable to a post-combination service condition and will be accounted for by the Company separately from the business combination as stock-based compensation expense. Acquisition related expenses incurred were not material. This acquisition did not have a material impact on the Companyâ€™s condensed consolidated financial statements; therefore, historical and pro forma disclosures have not been presented. X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Pay vs Performance Disclosure - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Apr. 30, 2024 Jul. 31, 2023 Apr. 30, 2023 Jul. 31, 2024 Jul. 31, 2023 Pay vs Performance Disclosure Â Â Â Â Â Â Net income (loss) $ 29 $ (40) $ (111) $ (119) $ (11) $ (230) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher 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http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 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(SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 32 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Insider Trading Arrangements 3 Months Ended 6 Months Ended Jul. 31, 2024 shares Jul. 31, 2024 shares Trading Arrangements, by Individual Â Â Non-Rule 10b5-1 Arrangement Adopted false Â Rule 10b5-1 Arrangement Terminated false Â Non-Rule 10b5-1 Arrangement Terminated false Â Jon Addison [Member] Â Â Trading Arrangements, by Individual Â Â Material Terms of Trading Arrangement Â On July 15, 2024, Jon Addison, Chief Revenue Officer, adopted a Rule 10b5-1 trading arrangement (the â€œAddison 10b5-1 Planâ€) that is intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Exchange Act (â€œRule 10b5-1(c)â€). The Addison 10b5-1 Plan provides for the sale of up to 9,850 shares of our Class A common stock, commencing on October 14, 2024 and continuing until all shares are sold or until January 15, 2025, whichever occurs first. Name Jon Addison Â Title Chief Revenue Officer Â Rule 10b5-1 Arrangement Adopted true Â Adoption Date July 15, 2024 Â Expiration Date January 15, 2025 Â Arrangement Duration 93 days Â Aggregate Available 9,850 9,850 X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_MtrlTermsOfTrdArrTextBlock Namespace Prefix: ecd_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph B + Details Name: ecd_TrdArrAdoptionDate Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph C + Details Name:

ecd_TrdArrDuration Namespace Prefix: ecd_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph C + Details Name: ecd_TrdArrExpirationDate Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TrdArrIndName Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TrdArrIndTitle Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph D + Details Name: ecd_TrdArrSecuritiesAggAvailAmt Namespace Prefix: ecd_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: ecd_IndividualAxis=okta_JonAddisonMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 33 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accounting Standards and Significant Accounting Policies (Policies) 6 Months Ended Jul. 31, 2024 Accounting Policies [Abstract] Â Basis of Presentation 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 (â€œGAAPâ€) for interim periods. Accordingly, they do not include all of the financial information and footnotes required by GAAP for complete financial statements. Principles of Consolidation All intercompany balances and transactions have been eliminated in consolidation. 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 in one reportable segment. The condensed consolidated balance sheet as of JanuaryÂ 31, 2024, included herein, was derived from the audited financial statements as of that date. In the opinion of the Companyâ€™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 JanuaryÂ 31, 2025 or any future period. Fiscal Period The Companyâ€™s fiscal year ends on January 31. References to fiscal 2025, for example, refer to the fiscal year ending JanuaryÂ 31, 2025. Reclassifications Certain prior period amounts have been reclassified to conform to the current period presentation. 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 Companyâ€™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. Recent Accounting Pronouncements Not Yet Adopted In November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued guidance which requires disclosure of incremental segment information on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this Accounting Standards Update ("ASU") and intends to adopt this guidance in fiscal 2025.In December 2023, the FASB issued guidance to provide disaggregated income tax disclosures on the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company intends to adopt this guidance in fiscal 2026. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for determining an entity's fiscal year or other fiscal period. This disclosure may include identification of the fiscal period end-date, the length of the fiscal period, any reporting period lag between the entity and its subsidiaries, or equity investees. If a reporting lag exists, the closing date of the entity having a different period end is generally noted, along with an explanation of the necessity for using different closing dates. Any intervening events that materially affect the entity's financial position or results of operations are generally also disclosed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-12 + Details Name: us-gaap_FiscalPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for reclassification affecting comparability of financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 205 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483504/205-10-50-1 + Details Name: us-gaap_PriorPeriodReclassificationAdjustmentDescription Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Restructuring and Other Charges (Tables) 6 Months Ended Jul. 31, 2024 Restructuring and Related Activities [Abstract] Â Schedule of Restructuring Reserve The following table summarizes the Companyâ€™s restructuring liability that is included in Accrued expenses and other current liabilities on the condensed consolidated balance sheets:Severance and termination benefit costs(dollars in millions)Balance as of January 31, 2024$24Â Restructuring chargesâ€”Â Cash payments(24)Balance as of July 31, 2024$â€”Â X - ReferencesNo definition available. + Details Name: us-gaap_RestructuringAndRelatedActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's restructuring reserve that occurred during the period associated with the exit from or disposal of business activities or restructurings for each major type of cost. This element may also include a description of any reversal and other adjustment made during the period to the amount of an accrued liability for restructuring activities. This element may be used to encapsulate the roll forward presentations of an entity's restructuring reserve by type of cost and in total, and explanation of changes that occurred in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 420 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_ScheduleOfRestructuringReserveByTypeOfCostTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cash Equivalents and Investments (Tables) 6 Months Ended Jul. 31, 2024 Investments, Debt and Equity Securities [Abstract] Â Schedule of Amortized Costs, Unrealized Gains and Losses and Estimated Fair Value of Cash Equivalents and Short-term Investments The following tables present the amortized cost, unrealized gain (loss) and estimated fair value of cash equivalents and short-term investments:Â As of July 31, 2024Â AmortizedCostUnrealizedGainUnrealizedLossEstimatedFair ValueÂ (dollars in millions)Cash equivalents:Â Â Â Â Money market funds (Level 1)$319Â $â€”Â $â€”Â $319Â Certificates of deposit (Level 2)23Â â€”Â â€”Â 23Â Total cash equivalents342Â â€”Â â€”Â 342Â Level 2:Short-term investments (Available-for-sale):U.S. treasury securities1,679Â 2Â (1)1,680Â Corporate debt securities118Â â€”Â â€”Â 118Â Certificates of deposit45Â â€”Â â€”Â 45Â Total short-term investments1,842Â 2Â (1)1,843Â Total$2,184Â $2Â (1)2,185Â Â As of January 31, 2024Â AmortizedCostUnrealizedGainUnrealizedLossEstimatedFair ValueÂ (dollars in millions)Level 1:Cash equivalents:Â Â Â Â Money market funds$151Â $â€”Â $â€”Â $151Â Total cash equivalents151Â â€”Â â€”Â 151Â Level 2:Short-term investments (Available-for-sale):U.S. treasury securities1,782Â 3Â (1)1,784Â Corporate debt securities43Â â€”Â â€”Â 43Â Certificates of deposit41Â â€”Â â€”Â 41Â Total short-term investments1,866Â 3Â (1)1,868Â Total$2,017Â $3Â (1)2,019Â Schedule of Contractual Maturities of Short-term Investments The following table presents the contractual maturities of the Companyâ€™s short-term investments: As of July 31, 2024Â AmortizedCostEstimatedFair Value(dollars in millions)Due within one year$1,346Â $1,346Â Due between one to five years496Â 497Â Â Total$1,842Â $1,843Â X - DefinitionTabular disclosure of maturities of an entity's investments as well as any other information pertinent to the investments. + ReferencesNo definition available. + Details Name: us-gaap_InvestmentsClassifiedByContractualMaturityDateTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of cash, cash equivalents, and investments. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Convertible Senior Notes, Net (Tables) 6 Months Ended Jul. 31, 2024 Debt Disclosure [Abstract] Â Schedule of Debt The net carrying amount of the Notes consisted of the following:As of July 31, 2024As of January 31, 2024(dollars in millions)2025 Notes:Principal$552Â $552Â Less: unamortized debt issuance costs(2)(3)Net carrying amount$550Â $549Â 2026 Notes:Principal$565Â $608Â Less: unamortized debt issuance costs(2)(3)Net carrying amount$563Â $605Â Schedule of Carrying Amounts and Estimated Fair Values of Convertible Note The following table presents the principal amounts and estimated fair values of the Notes, which are not recorded at fair value on the condensed consolidated balance sheets:Â As of July 31, 2024Â Principal AmountEstimated Fair ValueÂ (dollars in millions)2025 Notes$552Â $522Â 2026 Notes$565Â $518Â X - DefinitionTabular disclosure of convertible debt instrument. Includes, but is not limited to, principal amount and amortized premium or discount. + ReferencesNo definition available. + Details Name: us-gaap_ConvertibleDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information pertaining to carrying amount and estimated fair value of short-term and long-term debt instruments or arrangements, including but not limited to, identification of terms, features, and collateral requirements. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Employee Incentive Plans (Tables) 6 Months Ended Jul. 31, 2024 Share-Based Payment Arrangement [Abstract] Â Schedule of Stock-based Compensation Expense by Statement of Operations Location Stock-based compensation expense was recorded in the following cost and expense categories in the Companyâ€™s condensed consolidated statements of operations:Â Three Months EndedJuly 31,Six Months EndedJuly 31,Â 20242023202420230dollars in millions)Cost of revenueÂ Â Â Â Subscription$22Â $21Â $41Â $37Â Professional services and other3Â 4Â 6Â 8Â Research and development56Â 74Â 119Â 142Â Sales and marketing36Â 41Â 66Â 79Â General and administrative31Â 45Â 67Â 85Â Total$148Â $185Â $299Â $351Â Schedule of Unrecognized Stock-based Compensation Expense The following table presents total unrecognized stock-based compensation expense related to outstanding equity awards as of JulyÂ 31, 2024:Â Unrecognized Stock-based Compensation Expense(in millions)Weighted-average remaining period (in years)Unvested RSUs$931Â 2.1 yearsUnvested RSAs18Â 2.6 yearsUnvested stock options6Â 0.5 yearsESPP18Â 0.7 yearsTotal$973Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of cost not yet recognized and weighted-average period over which cost is expected to be recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (i) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfUnrecognizedCompensationCostNonvestedAwardsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Income (Loss) Per Share (Tables) 6 Months Ended Jul. 31, 2024 Earnings Per Share [Abstract] Â Schedule of Basic and Diluted Net Loss Per Share The following table presents the calculation of basic and diluted net income (loss) per share:Â Three Months Ended July 31,Six Months EndedJuly 31,Â 20242023202420230Class A Class BClass A Class BClass A Class BClass A Class B(dollars in millions, shares in thousands, except per share data)Basic net income (loss) per share:Numerator:Â Net income (loss), basic$28Â $1Â (106)(5)(10)(1)(220)(10)Denominator:Weighted-average shares outstanding, basic161,310Â 7,302Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Net income (loss) per share, basic$0.18Â $0.18Â (0.68)(0.68)(0.06)(0.06)(1.42)(1.42)Diluted net income (loss) per share:Numerator:Net income (loss)$28Â $1Â (106)(5)(10)(1)(220)(10)Interest and other(3)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Reallocation of net income as result of assumed conversion of Class B to Class A common shares1Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Net income (loss), diluted$26Â $1Â (106)(5)(10)(1)(220)(10)Denominator:Number of shares

used in basic calculation161,310Â 7,302Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Weighted-average effect of diluted securities related to:Employee share-based awards2,289Â 3,436Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Convertible senior notes106Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Assumed conversion of Class B to Class A common shares10,738Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Number of shares used in diluted calculation174,443Â 10,738Â 155,455Â 7,300Â 160,749Â 7,296Â 154,751Â 7,300Â Net income (loss) per share, diluted$0.15Â $0.12Â (0.68)(0.68)(0.06)(0.06)(1.42)(1.42) Schedule of Potentially Dilutive Securities Excluded from Diluted Per Share Calculation Potentially dilutive securities excluded because they would be anti-dilutive were as follows:Three Months Ended July 31,Six Months EndedJuly 31,Â 20242023202420232023(shares in thousands)Employee share-based awards3,021Â 18,320Â 15,506Â 18,320Â Convertible senior notes5,292Â 7,085Â 5,292Â 7,085Â Total8,313Â 25,405Â 20,798Â 25,405Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Overview and Basis of Presentation (Details) 6 Months Ended Jul. 31, 2024 tradingDay Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Number of operating segments 1 Number of reportable segments 1 X - DefinitionNumber of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfOperatingSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 40 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Restructuring and Other Charges - Narrative (Details) - 2024 Restructuring Plan $ in Millions 3 Months Ended Jan. 31, 2024 USD ($) employee Restructuring Cost and Reserve [Line Items] Â Restructuring cost, number of positions eliminated | employee 400 Restructuring charges | $ $ 24 X - DefinitionThe expected number of positions to be eliminated as a result of restructuring activities. + ReferencesNo definition available. + Details Name: us-gaap_RestructuringAndRelatedCostExpectedNumberOfPositionsEliminated Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionAmount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringCostAndReserveLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RestructuringPlanAxis=okta_A2024RestructuringPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 41 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Restructuring and Other Charges - Schedule of Restructuring Reserve (Details) - Severance and termination benefit costs $ in Millions 6 Months Ended Jul. 31, 2024 USD ($) Restructuring Reserve [Roll Forward] Â Beginning balance $ 24 Restructuring charges 0 Cash payments (24) Ending balance $ 0 X - DefinitionAmount of cash payments made as the result of exit or disposal activities. Excludes payments associated with a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17 + Details Name: us-gaap_PaymentsForRestructuring Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCarrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_RestructuringReserveRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RestructuringCostAndReserveAxis=us-gaap_EmployeeSeveranceMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cash Equivalents and Investments - Schedule of Amortized Costs, Unrealized Gains and Losses and Estimated Fair Value of Cash Equivalents and Short-term Investments (Details) - USD ($) $ in Millions Jul. 31, 2024 Jan. 31, 2024 Cash and Cash Equivalents [Line Items] Â Â Amortized Cost $ 2,184 $ 2,017 Unrealized Gain 2 3 Unrealized Loss (1) (1) Estimated Fair ValueÂ 2,185 2,019 Cash equivalents: Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 342 151 Unrealized Gain 0 0 Unrealized Loss 0 0 Estimated Fair ValueÂ 342 151 Cash equivalents: | Money market funds Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 319 151 Unrealized Gain 0 0 Unrealized Loss 0 0 Estimated Fair ValueÂ 319 151 Cash equivalents: | Certificates of deposit Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 23 Â Unrealized Gain 0 Â Unrealized Loss 0 Â Estimated Fair ValueÂ 23 Â Short-term investments (Available-for-sale): Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 1,842 1,866 Unrealized Gain 2 3 Unrealized Loss (1) (1) Estimated Fair ValueÂ 1,843 1,868 Short-term investments (Available-for-sale): | U.S. treasury securities Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 1,679 1,782 Unrealized Gain 2 3 Unrealized Loss (1) (1) Estimated Fair ValueÂ 1,680 1,784 Short-term investments (Available-for-sale): | Corporate debt securities Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 118 43 Unrealized Gain 0 0 Unrealized Loss 0 0 Estimated Fair ValueÂ 118 43 Short-term investments (Available-for-sale): | Certificates of deposit Â Â Cash and Cash Equivalents [Line Items] Â Â Amortized Cost 45 41 Unrealized Gain 0 0 Unrealized Loss 0 0 Estimated Fair ValueÂ $ 45 $ 41 X - DefinitionAmount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_CashAndCashEquivalentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmortized cost excluding accrued interest, after allowance for credit loss, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleAmortizedCostExcludingAccruedInterestAfterAllowanceForCreditLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount excluding accrued interest, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleExcludingAccruedInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_CashAndCashEquivalentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_CertificatesOfDepositMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_ShortTermInvestmentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_CorporateDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R32.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cash Equivalents and Investments - Schedule of Contractual Maturities of Short-term Investments (Details) - USD ($) $ in Millions Jul. 31, 2024 Jan. 31, 2024 Amortized Cost Â Â Amortized Cost $ 2,184 $ 2,017 Estimated Fair Value Â Â Estimated fair value 2,185 2,019 Short-term investments (Available-for-sale): Â Â Amortized Cost Â Â Due within one year 1,346 Â Due between one to five years 496 Â Amortized Cost 1,842 1,866 Estimated Fair Value Â Â Due within one year 1,346 Â Due between one to five years 497 Â Estimated fair value $ 1,843 $ 1,868 X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in second through fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAfterOneThroughFiveYearsAmortizedCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in second through fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). +

ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 320 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAfterOneThroughFiveYearsFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAmortizedCostAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesFairValueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 320 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmortized cost excluding accrued interest, after allowance for credit loss, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleAmortizedCostExcludingAccruedInterestAfterAllowanceForCreditLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount excluding accrued interest, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleExcludingAccruedInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_ShortTermInvestmentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R33.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cash Equivalents and Investments - Narrative (Details) 6 Months Ended 12 Months Ended Jul. 31, 2024 USD ($) investment Jan. 31, 2024 USD ($) investment Investments, Debt and Equity Securities [Abstract] Â Â Interest receivable $ 23,000,000 $ 20,000,000 Number of short-term investments in unrealized loss positions (in investments) | investment 53 41 Other-than-temporary impairment short term investment $ 0 $ 0 Strategic investments without a readily determinable fair value $ 29,000,000 $ 26,000,000 X - DefinitionNumber of investments in debt securities measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. Includes beneficial interest in securitized financial asset. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionNumberOfPositions Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionAmount of investment in equity security without readily determinable fair value. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 321 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479536/321-10-50-3 + Details Name: us-gaap_EquitySecuritiesWithoutReadilyDeterminableFairValueAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying amount as of the balance sheet date of current interest earned but not received. Also called accrued interest or accrued interest receivable. For classified balance sheets, represents the current amount receivable, that is amounts expected to be collected within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InterestReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of other-than-temporary impairment (OTTI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), recognized in earnings and other comprehensive loss (OCI). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 8A -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-8A + Details Name: us-gaap_OtherThanTemporaryImpairmentLossDebtSecuritiesAvailableForSale Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 45 R34.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Deferred Commissions (Details) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Revenue from Contract with Customer [Abstract] Â Â Â Â Sales commissions capitalized as contract costs $ 33 $ 40 $ 59 $ 65 Amortization of contract costs $ 32 $ 26 $ 62 $ 49 X - DefinitionCapitalized Contract Costs, Additions + ReferencesNo definition available. + Details Name: okta_CapitalizedContractCostsAdditions Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 46 R35.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Deferred Revenue and Performance Obligations (Details) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Â Â Â Â Revenue from remaining performance obligations $ 3,505 Â $ 3,505 Â Subscription Â Â Â Â Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Â Â Â Â Revenue recognized that was included in the contract liability balance 578 $ 490 1,008 $ 850 Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-08-01 Â Â Â Â Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Â Â Â Â Revenue from remaining performance obligations $ 1,995 Â $ 1,995 Â Remaining performance obligation, percentage 57.00% Â 57.00% Â Performance obligations expected to be satisfied, expected timing 12 months Â 12 months Â X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of transaction price allocated to performance obligation that has not been recognized as revenue. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPeriod in which remaining performance obligation is expected to be recognized as revenue, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(1) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionPercentage of remaining performance obligation to total remaining performance obligation not recognized as revenue. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(1) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligationPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - Details Name: srt_ProductOrServiceAxis=us-gaap_SubscriptionAndCirculationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2024-08-01 Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R36.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Convertible Senior Notes, Net - Narrative (Details) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Debt Instrument [Line Items] Â Â Â Â Gain on early extinguishment of debt $ 3 $ 42 $ 3 $ 73 Senior Notes Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Gain on early extinguishment of debt Â 42 Â 73 Senior Notes | 2026 Notes Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Debt repurchased, principal amount 43 242 43 242 Repayments of debt 40 209 40 209 Gain on early extinguishment of debt $ 3 Â $ 3 Â Senior Notes | 2025 Notes Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Debt repurchased, principal amount Â 142 Â 508 Repayments of debt Â $ 130 Â $ 462 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-

gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of principal of debt repaid. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_DebtInstrumentRepaidPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for a long-term debt where the holder has highest claim on the entity's asset in case of bankruptcy or liquidation during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfSeniorDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_SeniorNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=okta_ConvertibleSeniorNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=okta_ConvertibleSeniorNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R37.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Convertible Senior Notes, Net - Schedule of Convertible Debt (Details) - Senior Notes - USD ($) $ in Millions Jul. 31, 2024 Jan. 31, 2024 2025 Notes Â Â Debt Instrument [Line Items] Â Â Principal $ 552 $ 552 Less: unamortized debt issuance costs (2) (3) Net carrying amount 550 549 2026 Notes Â Â Debt Instrument [Line Items] Â Â Principal 565 608 Less: unamortized debt issuance costs (2) (3) Net carrying amount $ 563 $ 605 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of unamortized debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_SeniorNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=okta_ConvertibleSeniorNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=okta_ConvertibleSeniorNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R38.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Convertible Senior Notes, Net - Schedule of Carrying Amounts and Estimated Fair Values of Convertible Note (Details) - Senior Notes $ in Millions Jul. 31, 2024 USD ($) 2025 Notes | Principal Amount Â Debt Instrument [Line Items] Â Convertible senior notes $ 552 2025 Notes | Estimated Fair ValueÂ Â Debt Instrument [Line Items] Â Convertible senior notes 522 2026 Notes | Principal Amount Â Debt Instrument [Line Items] Â Convertible senior notes 565 2026 Notes | Estimated Fair ValueÂ Â Debt Instrument [Line Items] Â Convertible senior notes $ 518 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic

20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LongTermDebtFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=okta_ConvertibleSeniorNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementBasisAxis=us-gaap_CarryingReportedAmountFairValueDisclosureMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_SeniorNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementBasisAxis=us-gaap_EstimateOfFairValueFairValueDisclosureMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=okta_ConvertibleSeniorNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R39.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Commitments and Contingencies (Details) 1 Months Ended May 28, 2024 USD ($) Dec. 13, 2022 plaintiff Jul. 31, 2024 USD ($) Apr. 30, 2024 USD ($) Jan. 31, 2024 USD ($) Securities Litigation Â Â Â Â Â Other Commitments [Line Items] Â Â Â Â Â Litigation settlement, amount awarded to other party $ 60,000,000 Â Â Â Â Retention amount $ 10,000,000 Â Â Â Â Loss contingency liability Â Â Â $ 60,000,000 Â Derivative Lawsuit Â Â Â Â Â Other Commitments [Line Items] Â Â Â Â Â Number of plaintiffs | plaintiff Â 2 Â Â Â Letter of Credit Â Â Â Â Â Other Commitments [Line Items] Â Â Â Â Â Letters of credit issued and outstanding Â Â $ 7,000,000 Â $ 7,000,000 Draws on line of credit Â Â $ 0 Â Â X - DefinitionLitigation Settlement, Amount Awarded to Other Party, Portion Covered By Insurance Retention Balance + ReferencesNo definition available. + Details Name: okta_LitigationSettlementAmountAwardedToOtherPartyPortionCoveredByInsuranceRetentionBalance Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe total amount of the contingent obligation under letters of credit outstanding as of the reporting date. + ReferencesNo definition available. + Details Name: us-gaap_LettersOfCreditOutstandingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount awarded to other party in judgment or settlement of litigation. + ReferencesNo definition available. + Details Name: us-gaap_LitigationSettlementAmountAwardedToOtherParty Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of loss contingency liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-10 + Details Name: us-gaap_LossContingencyAccrualAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of plaintiffs that have filed claims pertaining to a loss contingency. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9 + Details Name: us-gaap_LossContingencyNumberOfPlaintiffs Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_LossContingenciesByNatureOfContingencyAxis=okta_SecuritiesLitigationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LossContingenciesByNatureOfContingencyAxis=okta_DerivativeLawsuitMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_LetterOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R40.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Employee Incentive Plans - Schedule of Stock-based Compensation Expense by Statement of Operations Location (Details) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense $ 148 $ 185 $ 299 $ 351 Subscription Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense 22 21 41 37 Professional services and other Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense 3 4 6 8 Research and development Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense 56 74 119 142 Sales and marketing Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense 36 41 66 79 General and administrative Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense $ 31 $ 45 $ 67 $ 85 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=okta_CostofServicesLicensesandServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=okta_TechnologyServicesCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R41.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Employee Incentive Plans - Schedule of Unrecognized Stock-based Compensation Expense (Details) $ in Millions 6 Months Ended Jul. 31, 2024 USD ($) Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Unrecognized compensation costs, stock option $ 6 Total 973 RSUs Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Unrecognized stock-based compensation expense $ 931 Weighted-average remaining period (in years) 2 years 1 month 6 days RSAs Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Unrecognized stock-based compensation expense $ 18 Weighted-average remaining period (in years) 2 years 7 months 6 days Stock options Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Weighted-average remaining period (in years) 6 months ESPP Â Share-

based Compensation Arrangement by Share-based Payment Award [Line Items] Â Unrecognized stock-based compensation expense $ 18 Weighted-average remaining period (in years) 8 months 12 days X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cost to be recognized for option under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R42.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Employee Incentive Plans - Narrative (Details) - Market-Based RSUs 1 Months Ended Mar. 31, 2024 $ / shares shares Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Number of shares granted in period | shares 183,595 Award vesting period 3 years Granted (in dollars per share) | $ / shares $ 182.15 Performance Period One Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Vesting percentage earned by employees after each completed year of service 33.00% Performance Period Two Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Vesting percentage earned by employees after each completed year of service 33.00% Performance Period Three Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Vesting percentage earned by employees after each completed year of service 33.00% Minimum Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Earn rate, percent of shares granted 0.00% Maximum Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Earn rate, percent of shares granted 200.00% X - DefinitionShare-based Compensation Arrangement by Share-based Payment Award, Earn Rate, Percent of Shares Granted + ReferencesNo definition available. + Details Name: okta_ShareBasedCompensationArrangementByShareBasedPaymentAwardEarnRatePercentOfSharesGranted Namespace Prefix: okta_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: duration X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=okta_MarketBasedRSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R43.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Income Taxes (Details) - USD ($) $ in Millions 3 Months Ended 9 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Provision for (benefit from) income taxes $ (17) $ 7 $ 1 $ 11 Pretax income (loss) $ 12 $ (104) $ (10) $ (219) Effective income tax rate (158.80%) (6.50%) (2.50%) (5.00%) X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 55 R44.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Income (Loss) Per Share - Schedule of Basic and Diluted Net Loss Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Denominator: Â Â Â Â Weighted-average shares outstanding, basic (in shares) 168,612 162,755 168,045 162,051 Net income (loss) per share, basic (in dollars per share) $ 0.18 $ (0.68) $ (0.06) $ (1.42) Denominator: Â Â Â Â Weighted-average shares outstanding, basic (in shares) 168,612 162,755 168,045 162,051 Weighted-average effect of diluted securities related to: Â Â Â Â Number of shares used in diluted calculation 174,443 162,755 168,045 162,051 Net income (loss) per share, diluted (in dollars per share) $ 0.15 $ (0.68) $ (0.06) $ (1.42) Class A Â Â Â Â Numerator: Â Â Â Â Net income (loss), basic $ 28 $ (106) $ (10) $ (220) Denominator: Â Â Â Â Weighted-average shares outstanding, basic (in shares) 161,310 155,455 160,749 154,751 Net income (loss) per share, basic (in dollars per share) $ 0.18 $ (0.68) $ (0.06) $ (1.42) Numerator: Â Â Â Â Net income (loss), basic $ 28 $ (106) $ (10) $ (220) Interest and other (3) 0 0 0 Reallocation of net income as result of assumed conversion of Class B to Class A common shares 1 0 0 0 Net income (loss), diluted $ 26 $ (106) $ (10) $ (220) Denominator: Â Â Â Â Weighted-average shares outstanding, basic (in shares) 161,310 155,455 160,749 154,751 Weighted-average effect of diluted securities related to: Â Â Â Â Employee share-based awards (in shares) 2,289 0 0 0 Convertible senior notes (in shares) 106 0 0 0 Assumed conversion of Class B to Class A common shares (in shares) 10,738 0 0 0 Number of shares used in diluted calculation 174,443 155,455 160,749 154,751 Net income (loss) per share, diluted (in dollars per share) $ 0.15 $ (0.68) $ (0.06) $ (1.42) Class B Â Â Â Â Numerator: Â Â Â Â Net income (loss), basic $ 1 $ (5) $ (1) $ (10) Denominator: Â Â Â Â Weighted-average shares outstanding, basic (in shares) 7,302 7,300 7,296 7,300 Net income (loss) per share, basic (in dollars per share) $ 0.18 $ (0.68) $ (0.06) $ (1.42) Numerator: Â Â Â Â Net income (loss), basic $ 1 $ (5) $ (1) $ (10) Interest and other 0 0 0 0 Reallocation of net income as result of assumed conversion of Class B to Class A common shares 0 0 0 0 Net income (loss), diluted $ 1 $ (5) $ (1) $ (10) Denominator: Â Â Â Â Weighted-average shares outstanding, basic (in shares) 7,302 7,300 7,296 7,300 Weighted-average effect of diluted securities related to: Â Â Â Â Employee share-based awards (in shares) 3,436 0 0 0 Convertible senior notes (in shares) 0 0 0 0 Assumed conversion of Class B to Class A common shares (in shares) 0 0 0 0 Number of shares used in diluted calculation 10,738 7,300 7,296 7,300 Net income (loss) per share, diluted (in dollars per share) $ 0.12 $ (0.68) $ (0.06) $ (1.42) X - DefinitionIncremental Common Shares Attributable To Dilutive Effect Of Conversion Of Common Stock + ReferencesNo definition available. + Details Name: okta_IncrementalCommonSharesAttributableToDilutiveEffectOfConversionOfCommonStock Namespace Prefix: okta_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionInterest And Other, Effect On Earnings + ReferencesNo definition available. + Details Name: okta_InterestAndOtherEffectOnEarnings Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) to net income used for calculating diluted earnings per share (EPS), resulting from the assumed exercise of dilutive convertible securities excluding adjustments related to ESOP convertible preferred stock, stock options, and restrictive stock units. + ReferencesNo definition available. + Details Name: us-gaap_DilutiveSecuritiesEffectOnBasicEarningsPerShareOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50

-Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAdditional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of convertible debt securities using the if-converted method. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-42Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_IncrementalCommonSharesAttributableToConversionOfDebtSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAdditional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of share based payment arrangements using the treasury stock method. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480454/718-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-22Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-23Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-28A + Details Name: us-gaap_IncrementalCommonSharesAttributableToShareBasedPaymentArrangements Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDilutedAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R45.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Income (Loss) Per Share - Schedule of Potentially Dilutive Securities Excluded from Computation of Diluted Per Share (Details) - shares shares in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings per share (in shares) 8,313 25,405 20,798 25,405 Employee share-based awards Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings per share (in shares) 3,021 18,320 15,506 18,320 Convertible senior notes Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings per share (in shares) 5,292 7,085 5,292 7,085 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_StockCompensationPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_ConvertibleDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R46.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business Combinations (Details) - USD ($) Feb. 01, 2024 Jul. 31, 2024 Jan. 31, 2024 Business Acquisition [Line Items] Â Â Â Goodwill Â $ 5,448,000,000 $ 5,406,000,000 Spera Cybersecurity Â Â Â Business Acquisition [Line Items] Â Â Â Consideration transferred $ 58,000,000 Â Â Consideration transferred, cash held back $ 12,000,000 Â Â Consideration transferred, cash held back, payment period 18 months Â Â Goodwill $ 42,000,000 Â Â Goodwill, expected tax deductible amount $ 0 Â Â Spera Cybersecurity | RSAs Â Â Â Business Acquisition [Line Items] Â Â Â Stock issued (in shares) 238,795 Â Â Award vesting period 3 years Â Â Fair value, unvested $ 20,000,000 Â Â Spera Cybersecurity | Purchased Developed Technology Â Â Â Business Acquisition [Line Items] Â Â Â Intangible assets acquired $ 18,000,000 Â Â Useful life of acquired intangible assets 5 years Â Â X - DefinitionBusiness Combination, Consideration Transferred, Cash Held Back + ReferencesNo definition available. + Details Name: okta_BusinessCombinationConsiderationTransferredCashHeldBack Namespace Prefix: okta_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Consideration Transferred, Cash Held Back, Payment Period + ReferencesNo definition available. + Details Name: okta_BusinessCombinationConsiderationTransferredCashHeldBackPaymentPeriod Namespace Prefix: okta_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of goodwill arising from a business combination that is expected to be deductible for tax purposes. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1 + Details Name: us-gaap_BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_FinitelivedIntangibleAssetsAcquired1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount,

after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: debit Period Type: duration X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionIntrinsic value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesNo definition available. + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_BusinessAcquisitionAxis=okta_SperaCybersecurityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 58 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ('2 '5D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+ (/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !T@!U90/')A.\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#(=?!>7>.DT1&E'7"]-.("$Q"<0M2KPMHOFCQ*C=V].6K1."!^ 8^Y?/ MGR4W.DH=CZG#&1Q7PSN,YGJ>.:'8FB!,CZB$[ED/ M=4 0G-^!0U)&D8()6,2%R-K&:*D3*@KIC#=ZP'E_F=0OK M,RFOXY+44J_?)]8??5=@%8_?V M'QM?!-L&?MU%^P502P,$% @ =(=69E&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I;*$81V1@?5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@? \YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*? IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^'!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$Q2M!\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!& '!H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/)J<_Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL! _]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+, Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F, _# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU _$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77% _CT9+CVZ9EM6ZO#*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2? VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,? -2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:.,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" !T@!U9?2:VUT@& "5(P & 'AL+W=OVD)D0H*7+[F8);6?;Z0=A*XD'VTHE.8%_ MWR/;L5E65CQN_ 5\.V_T'EW\2-;YCHLGN69,H>Q$-XL[D/+TV%Y-SGJ@PB-E<()E$ M$14OERSDNXL.[NPOW >KM= (7>I/S#5VQ!5._;^8"SGJ%BA]$+)8!CY%@RXO. M%+^;N2,=D#[Q1\'V\M4QTE8>.7_2)[?^12S)4U"=<]WO[+3R4 MZ5^TRY[M]SO(2Z3B41X,)8B".M/G_-$O H8.!4!) \@;P)PU2^X>8";&LU* MEMJZHHI.S@7?(:&?!C5]D.8FC08W0:RK<:$$W T@3DUF?,L$FD.-H2Z2:RJ8 M/.\I$-:W>UXN-LSDUI'Z.G>YGDR5K5$+@\+2H)ZESPD5BHGP!=VS#1?*9,\N MI41B2LK,&M70WK"P-ZQG;\Y$P'W=*1&,#<;*LRL5W;"R'UKC& H<%3Y'-5NF MH/!:2;ME=3W:M98TE,:*M(8U-#@N#(ZMA];0AN;."G-G=P-#LG9H<6F,;.L1. M^6YUZGBPG![3)]57.('K M6) [Z/JC+D_T!2E^7GV*S3[LD=ASH T(JR)P SH$,)@%D<.@XQ@18U9HF@)0) M('42\$"?T:T/HU.P#+P,&;J[\ %),NSV\6@P(B.C7VMP4[\E&F$K?7Q3X3-] M!HW[@>]BHU>[W(+&Z :& R^0'C?:;0.& <$E#V,XS;^T6G7DN^#:(/7,#MVO. MID:C;2 2+AD)V\GFK=$YEXJ&Z*]@4SU>V17/^M@9&)VV04NXQ"5LIYRTQ4YA M#EQMS"XP'H^-MMJ (US2$;8CS1WWH+[F:Q[;Z.& R(B0[F@\)PD9_:; 1+N$(MV\GF(5# 17R),/GQ\2>T8%XBH":-)NU*LY#*&VJ*/!Y%,$[#G-M[.D$;*M"6 MA@E#WSNG#G 4VL!,.9TB&[/1!DSADJ:P'8. @?T@7J'%2_3(0V,2#G#4^P?S M,-0&0I$2H8@=U=1G"4:D%AC=QC#CSA;O]*R4[HT;?=H5 MJWRV 42D!")2"XCTK T0'^A@Q85Q5#J@'UHL.P>D",.,0X[;*'-? 58C@0U>1XRM4&JIK_=;R=X2/K8/1M"Y]^:3);\X]IQ)6O,ET831P*6W$0; M^..6^.,.C]Z8CT0TN?\V^,@M^;5CY0#7<2Q2R)80ZIR/X=9'M M N5(\2@_7C/I,Z ?@_I)SM3_1/U#LQ)G\!U!+ P04 " !T M@!U9,K@%H,8& #Q'P & 'AL+W=O]>*R""I\:BDDR:^_2WLHEM M+%DT<[Q);%@M_Y6E_>W*%X]"_E!+SC7ZM4HS==E;:KT^Z_?5;,E73)V*-<_@ MFX60*Z;A5C[TU5IR-B\&K= (^"8*HOV))UAM?%)_=R?&%R'6:9/Q.(I6O5DP^ M7?-4/%[V<._Y@Z_)PU*;#_KCBS5[X%.NOZ_O)-SU*R_S9,4SE8@,2;ZX[%WA MLTD8F &%Q=\)?U2-:V1"N1? BA[EY[/L!4813_E,&Q<._FWXA*>I\00Z?FZ= M]JK?- .;\U_>_RR"AV#NF>(3D?Z3S/7RLA?WT)PO6)[JK^+Q'=\&-##^9B)5 MQ5_TN+4->FB6*RU6V\&@8)5DY7_V:SL1C0$X[!A M@/([PZ@VP&T"+145H1U MPS0;7TCQB*2Q!F_FHIB;8C1$DV3F,4ZUA&\3&*?'DR^?;VX_3V]O$%Q-OWQ\ M?W/U#6ZNKSY>?9[HHH/D8D(*%C^&3/<)9U#>]#X%7TI(J>%/YH5_2YE#*S3 MB"G%M3ISQ5,Z"-T.S"8[4VLVXY<]V$6*RPWOC5^_PE%P[HKN0,YV8J55K-3G M?3QA:HE8-DC=.ED/I$<[F"9;;A2J^Z!)9^!HT?QW%(6PI=1E'LECBH) Z\$]J F,Y&# M*,AA,PY3>)_R8Y1!OA4+Q%+ (BBR;<67NCN)BBH^B8[!5:UXDK/3)%PP93M[QA)6^H ME75YMBK^9O0 M+/T->;']Q ,:M_391F04!VZ!HTK@:.,^D0@D@]5,QF28+K,T>*Y:P2^(DA"V M%Z;#I&./X:"F4N!5^04T,IUD#RCE â..... #8U/Q.(DAYON6=UZ;6J)VPO59=.Q M4'&##HOC%.PGF5&3;E> 4B^W'2X.V6H=12#KDUMC#7M*,WV>:90\)Y*[M9'8^ M_ZVCG3T2M=>IRRCN$EGS"ON!]9<0\T>H-)RRJ)T-P]#2Y;+JVN&XAA3V4^1+ MD8(\J]#FSB!L2[-M.G=-C2;L9U.9?#S";(:,@JB]GQU6\2CN0 VN68.CWZJU MTH3=)VFB$^XNN+"762^MN [E;3?HFF#8C[*J6BS)U,J. -V8*A-*I=-UP:K M487]K)Q,N=>OC8>EE.Z32@<6@G78=0H)G?%UQC#?HX]BX>$:]0STQ0Z)=IX M:A8F6XD.H\:^V.TM:H@1/\0J*$B^X5GN?/C$IA&FHW:V<%F%<4>^(#6UB)]: MN\'*GF=-;!+A*&KSFXD[&(!:?1I?F!-!+0#4A?$4CQ+A 2X:EYR:Q]HB0-/ M]AIP6@TZ&AI24XSX*=:N9!JSO%>WC2\Z2?W,=*7K2^^%SH0-YV8Z]9 M2O;UA, ,;79E9.(9J1:(-2W..CH+3(@P@BR&U)))?HYP$!S#9^4MK)1<+X5, M_N7S<]AZSY]#V3H7%04N5;0;LQ-#F3%R6*#"]B\YC3B),G0C*T3V,S.@S-'=SFR#AY<5D/2 MP1I:\YSZ>0XU4;[*4Z9Y5<=!=23YTAR[;X)0KE/^VQHG[0YX[+IZ*1HC77J MQWI3\)PODEGBS-G41O,)B4-K5IUF79F;-@Y. 0@O,[?J3!!.R3:6(VR!QF$U MB+OJ.EK3F_KI;:&FV&/- /[P2;@2'5;=72*M>4[]/^DT+ZB*Z=N-LZX&J+\;?B%NZ$&;XD-YVXV]KC/H_CI#9.5Z= 9K-[OM1.\UV955 M5P#4WPZ72^_:]>B@M#^4M]TX:]K3T4&7GK=V>'"L! .*V^WJIAGGHA_F^I;<= M'GF6GM>DE-5OO(\U+\, ,?F09 HZP 6,"4Z'L&YE^7ZYO-%B7;RBO1=:BU5Q MN>0,'I Q@.\7 FKO[8UYZUN]Y1__!U!+ P04 " !T@!U9[@^O)GX# "T M#@ & 'AL+W=O MA99T11*NOXCM+4_)/P*M?!KY#INNR)\ MD2P0;Q'UZCF$BT(3RA MZ +>QU)P3J1",86&#>#5759Q9TMT]ZB<*\=Q\!XD()2!>VB@O9Y%9!$!T*R M/W#M%E)!BJTKN+'%G#P@[^><)>A-EB;Y3T'?.HV=*):?).P<\3XGK%"52KR#U MSB.%OW*E2;1DT? H4KG<2MTY1PNT6N-U:W DG2J%Q%4UMH'&[:Q43GPXML#-% MY89:HU\K?I;^4_)2C7VBAI[]36*, 0#^X?.[37KW).R$GZ_P.^?@=^\ M;?O'F_'IMFHD+<%C9^=WSAGXS? HV3UD"\MQ6OWN(7B7M]'NMSG'T/:O&9Z"? MT2YW7V_LI7KW)DSKG?G?V]PW-";3^O* M)>S<&=?;\W.;'%=8KEO=Y(VD9?R=/>-Z?WY6DQ]Z;[?=[E6 5PC=/CZ.O?-J M7&_6SV_P0R,^PEXAK&2W]XX4YCSWB<@UBQ3B= 61SE474LCLB)1M(C34\:] MT'!F28F$' M "*"@ & 'AL+W=O?+-@RRL_YBJ7REQG/EI&0E]F\ MFZ\R%DT+HV72)8[C=Y=1G':&E\5W#]GPDJ]%$J?L(4/Y>KF,LI]?6,)?KCJX ML_OB,9XOA/JB.[Q<17,V9N+;ZB&35]W*RS1>LC2/>8HR-KOJ7..+D'K*H$#\ M&[.7?.\S4E2>.? ^A+FZF5QU'S8@E;"*4BTC^V[12Q+E2<[COZW33C6F,MS_MO//^M2 OR3Q'.1OQY'L\%8NK3K^#IFP6K1/QB^ 4$L#!!0 ('2 M'5GV#5"EKP, &D- 8 >&PO=V]R:W-H965T&ULK5=M M<^(V$/XK&O>FD\R4^(V70,$S"?;-T3D@$^>N'SK](&R!W9,M*@FXZZ^_E>WX MP%9(VO(%2_*SC_3L+JOU^,#X%Y$0(M'7C.9B8B12;D>F*:*$9%C!S M2@[B: (R4DA5C7]1D%D\,2QV(4!))Q8#AL2=30]DB@F/\77$:]9;*\'C\S/Z^ MT Y:5EB0*:._I(%,)L:M@6*RQCLJ']GA ZGT]!1?Q*@H?M&APEH&BG9"LJPR MAA-D:5X^\=?*#T<&P*,W<"H#IVG0?<' K0S^$X M'TOLC3D[(*[0P*8&A?<+:_!7FJL\"26'MRG826^Z7/C!(@Q\!*-P^7'FWSW! M)'R"QSQ8/(5H^1Y>S1\>@P^ FWT.T&P!\P!=?5R&X37JH$^ACZ[>7:-W*,W1 M/*44$D",30FG4WN84762^_(DS@LG<=&_"?=S]QAEOGB5OPN2_PA1)+ M O5!(K9&4Y9!44I4M=@3-,LCEA'TQ]U*2 Y__#]UL2_9NWIV50Q'8HLC,C& M6!"^)X;W\T]VW_I5Y_A+DOF7) LN1'82HFX=HNXY=F\!MTI:QN**,B&N=7$H M*?H%A;I#]IXS')O[8^^V(1W;MD]!OA9TB@DT&,>U:M")R%XMLG428-&DG;1KB- MC&TC.LV$;4/LKCY=![57!F>] LT,M"HYW.2C!:Y*FKR+\-L)]:&XC>GK)M[7DV[.27_V'ZK3>MCW?..BT#>DWQ+81K0AK MJGJY0YKN<.SS2U->L^?$>4;?\/^O(C9([Y1M4&2M:P ME74S@+CPLK$O)Y)MB\YUQ23TP<4P@6\APA4 WJ\9D\\3M4']=>5]!U!+ P04 M " !T@!U9T30=M'4+ "';@ & 'AL+W=O^[^1)+RL%(()P#$'@(4&=/2?HEVTB96U^W49R=#S9Y M?O]J-,I6&[D-LI?)O8R+ [E-TFV0%V_3NU%VG\I@O2NTC4;.>#P9;8,P'ER< M[3[[D%Z<)0]Y%,;R0VIE#]MMD/[U1D;)T_G 'GS[X&-XM\G+#T879_?!G;R6 M^.?[#VGQ;G1068=;&6=A$ENIO#T?O+9?"7]6%MA9_".43]G1:ZO*I^3Y$OY MYG))/AB7- 9*17.6E1%#\>90+&46E4E&//RO1P<%G6?#X]3=UOOORQ9?Y'&1R MD43_#-?YGPP&UAK>1L\1/G'Y.DW67TAO1];5&V^]=ZJFS' VOUD.7)MBI< MU& ;QON_P=>J(8X*V.Z) DY5P&D4A609Y<'&6)D]66EH7:N6+77QWI8N(A'&9 MBM=Y6OQO6)3++Q97[Y?L_35;6L6KZZNWE\O7-\6;ZYOBSSOV_N;:NN+%NZO% M'[]=O5VRC]<__3!S[.FO%OO[I\N;?UE#Z]/UTOKYQQ=6M@E2F5EA;-ULDH=C?*BQJ7?T:JJW9M][9P3M;M)\B BBBV,Q4;F98U M++[#IAQJ'J7U-LFHH(GNJDMY&ZZ["7!49%3EZ2%3GD*C.3M4[H?I&WH5Q',9W MQ<@3!?%*6C\77WV?=^"LL(+=^*7EFO_8CECQZ52S:A/1_%FD!9[,7\G5@[W MCQ>V[XW'\[/1XW'FZ&93=SQ6C1BR8API)D!B2L#=0\&A?GQ'O%AB?YN2HP7UO M,E$;?*$;-4*R;+5@NL5T/O54(ZX;#5U7M1&$C>-- 8.5TGC>H?&\73'W1.-= MQJMB8I(5G60I]Z]>E"/Q;N39)-%:IMG?+/;G0YC_9?W[8Q)%5G%A?PK2]7^H M1O60/0UH_*62QJC: M-VE\?;@=3V:-3HOTR)!B'"DF0&)*,DP.R3!Y5C)0"3#18M8(V,+HJ^]0@!1C MK77G2'<")*:$=!H(Z=08T@)ILI)RG5FW:;*U-G)]5\SB4[F?O^5)$>;X4:9Y M^#F25B;C,$FM.,D+FY;^; 3:M_]/M7AH%] (ETB%#BG&DF)*;DR. 3^S)@K MN_G#L%SZK\ON?U^L$X)R,4+%?Z8/V=I$S.BM[P "0&,=:L^1#@5(3 GK_!#6 MN3&L^[7?2EG[A7'QOI@_1L4:D.S2<[V%&CUR8?3:-[V%&CUR8?3:-[V%&CUR8?3:-[V MXYKQC(WQ?2_S]GA6&LH8:]N-!>W"[*EO3*%]#*K&H6JBK775R![1.]L861:O M#4CD]7U:K);'IU?+9O6^%^E*384B_MAKK(]7A!U!1:!UXU U@5)3HUZC,-O, MPAI1[Q1IG43YONLU>[? 32D;:31CA:V9[S0DT835T&E*"-/+GWHE^4[,ENR]< MZDL3S0YZ=QVW&T\D[*BN@ZP;AZH)E)H:^\J+V496\DRJ6(DJO4?'BI65L?>T MFC#"%T$6"2L=+5)&I]FB71,AV_^.=- &&DB*HVA*JQ]!'*HF4&IJ2M5R#I2G0-664#4&5>-0-8%24U/J:*.2FYRS#N@ MKF6>1W(KX[SLO<7%/PWBG-S-[.C[E(;:U H*J*!JK$/].=2C0*FIH:VQDV/& M3L^Z\^WH&$KKP% &!55C4#7>WA@"Y5"-<0V6'#-8ZH06'6*'D6W;S; BT>-0-8%24Z-> M R_'#+R>@0P=G341R+"R,D*/5A-&^"*0(6&E(T/*Z#0R=&MRY/8E1X:[WQYY MS *Y.6;AZG#']N=%JS5/9>AV4V? >&*09M&XW,@4ZR?WU")BO(R1YH&JLRQ?@4)<" MI:9F07#-[ZD.-79VRV+X67BAT@JJQ+E^ 0UT*E)H:WAH[N6;L]"RTZ)*@ MI!EG*(6"JC&H&N_2' +E4HUS#:% <,X3JA!==8O./QA ,CGK'%7H>#JK&H6JB MI7'5N-:8R>V%F0R;JNA%,W13E4MLJIJ,Y[;3G)T3FZH(0@+=+=5 55$R@U];$9 M-1KSS&C,?+2&C+1'[*B:^\VSD%[[CJIV$T;XFLV: PDGK(9V8R$G*"-G- CW1 M;[R:,7E]&5-?N&AVT+?K>-2I- (N$G9$UX'6C4/5!$I-#7P-QKR^3VCJ%&SB M8)H.%[WV@VGM)HSP1:AT45D9+\6M)HSP-9O/[.:EF#CPI\UCJ4.!,^_$YA*OYC>>F=_T.E=#MR?T M2)I"'$FCEH"$'36/A7(;]I J:F!KX&.9P8ZK>=JZ& 3I]*(56#[J;1V$T;X MHE:!U*DTK?=0I]).KP)K>N+-O^=$%@I3H&I+]!J#JG&HFD"IJ8^AK-&,;T8S MSWX0)72ODD_L5?*RS4Y,64T; (S6#5HQ#U01*38UU#9%\,T3J< _/;U\&-VURZ MF-WU[?)0-=:A_ASJ4:#4U.#6H,@W@Z+_P^UOG^ QVOT5<[5Z)P%T=U27+\"A M+@5*3Z.A150=58ER_ H2X%2DT- M[]$3Q,T$ZEE; (7R"%&EAAFYH@JHQJ!KOT!H"Y5&-D<5NH\)JL:A:L+HU _/_E\W<#L ($X(>$U8:/:9L"'H\.OJ%K?(GVMX% MZ5T89U8D;XMRXY?3(M72 _:^>[=_DR?WN1[<^)WF>;'&PO M=V]R:W-H965T&ULK5IM<^(X$OXK*F[K:K225.5M M=O=J)DD-V=O/PHB@&V.QDB#)_OIKV<;"UDO(#5\2#*WVTVIU/X]DG[]P\5TN M*57H=947\J*W5&I]-AC(;$E71'[B:UK +PLN5D3!I7@>R+6@9%X.6N4#/!R. M!BO"BM[E>?G=H[@\YQN5LX(^B0WJQ41;JUXJ_<7@\GQ- MGNF4JC_6CP*N!HV7.5O10C>($$7%[VKZ.PFQ7I :?$?1E_DWF>D0YEQ_EU? M_#Z_Z TU(IK33&D7!/YMZ0W-<^T)9J>=&;]-"<+L@F5]_XRV^T#BC5_C*>R_(O>JEMASV4;:3BJWHP(%BQHOI/ M7NN)V!L ?MP#<#T =PKRYN'^]NY^>G>+X-/TX@KRW/(ACP?* "C70ZR^L;7U8VQY\8C M])47:BG173&G_;X 0311()WD5SCH,_-_;/*(Y.$![BQ('GYO#A<0!.W$QL M7/J+?1-+Y!(MH$HD6@B^0E!X@BA6/%A! MV4HJMK1W^<]_1*/AOUPQ\E9:P:29@:2D/? +>VA".9?.M5&-')4C=:?97O:C MZ'RPWLA'6"R(H+Q?XF%3\4<\A4)J@/ M\MB"D^ .8H=][8\:0!/@H"O]B'RA28<*D0UP2LFI:^73BPDHRY8VR0Y=8,] M;<'>OC.[-3A6 #R*%'FE3G2GUJW[20>=;>*9R6AHF&L8A/>%PM$};+4F3.B* M1MF2B&U14&@;PX;WQ(P-!>]PW.[-;HF;]X%:C-6WUJ?MHU',D2& MU:(PK0$VL3E TT0.6DO3+D#;'"NRC0VSX3"S[1 Z5N=>IW-AQC:)Q5W><-CT M?9 -T?$PT747Z'LX'=P53;I '4;8LP' AN!PF.":[B3HEA8;Y]+$-H?U3T== M> ZCO1C:\ S5X2![E+NF@S8?3MRQG?YA=\DZC**)I^*Q8264 MSNO*6!'51%'H-C2GJ_5N0Q@,T1F8S9"3H=5)'30:#3U,B@V3XC'3MN/2"'\X M30XZ[<9BFXP\D<2&<>,PXSZ2M^I0"&"BV4;"SQ+09U 3DNG6]8'> Y^3;O%XC+"GF]#0O'819VDL?/&UGNX7]Q]F1G!* [=9W=-.8S2 MU*,C8L/.,?X0C2Q808KLD&/3(.M_^-ST2-[:L[!W=AP6 :WE"%N5_2:8<C$VE!Z'*;V5"X G2+7W M;D+Z4$)L3K=B<-"^KZP,[G!:W-ZES,=)AX1 M'!O6C]]A_39W,B=NR5)UW!Z#(:;)Y"- BP?AUG^;K& MR:YZCSF'@VJ@[!ERL8'-5)'IP\WJ5P0[%=VIBC+2DRI>7=Y;8/]"[42/5(]E MNH+T[\Z0;9ZW2B6D%MK/K(P22,)*0*>(%9FH#I=_-(C$IOG[ZEH.HU/YDR, M%$C"4N#F8-R(#*2CSZPH]#K4VP[J&'=*F\3F_-AZ:N(PPCXZ28PP2,+;]H_% M0[7(#$9B;]Y3;$5B&\4C3W-+#+DG!SP9+GEQ#C(9IAS$<(U45Y53W21'/< ^_MEK?V!.P]%PXK@\Y9D?L!L\Z-<2/Z@WDZ,^YSV6 MMW;01AXD87EP30NZ8*JBVYT@T 6TI'/=[_]/M9/8TL#J?8XGQYX4&O60_/!A M>><-69\HL.:A\>&45,HC(#'=8<#+ M7)\FZX/O0O*UF4IQ[Q MF1IEDX:5S;?VVCBII5LI=_+-O!*D: ^#L9VY_W%3ZE [G= <)IX*28W42<-2 MQPJL@()QQ/;>\[W4%B[=8QN'B4>II4;9I&%E\\05R7]09]:W& 7EC,/(EC.# MO7<)5U0\EZ]82E0^SJM>QFN^;5[CO"I?7NQ\? QV=W50O8QHWU;NA7XD M2FA MZR[Y?#3&*935*];5A>*K\LW%F=<*;XJ/RXIF5.A#>#W!0?&J2_T#9J77B__ M!U!+ P04 " !T@!U9O5 D<*(' 5$P & 'AL+W=O#218_KW7_EYB1RQ+'>G&VU]-

G=:7HQJ&JJ9&]S9J]-N_4HGG M->NKO(WR5VW+V=E(57U,OBW"* U+O_7#R4/OT5@7@3FXG&LBEJU\V%#:R>OYBPI_ZNU$O3H; MJ_EL?
OZ"OE=#T*]$WZOG@@XK[FMJG6&"/!R'S^EX;YQVE=%6 MW>,F 9,IJG\NEC$%H.I?IS*4'3@_[0!WVMO8Z8HN1QW;"AL:77W[S=F;V;L7 MPCL?PCM_2?L?
K.G_JU/]2+$*IMLG[;J/T!&C^N5+TF/UP543]5U:D_KVFQ_F M\]F[&]]VVNWDZNS=GQ0T\E,+9C%NI0RP ^:IH5X9_FO23G4Z)$=AHOZ.DT<* MSKY_%]6O:'^P5$7JP_[\C?5]+2[?
2"M1>/)LK#]_I4"U6N[4HD_KV5B1TTM+ MI?DHP"VO(E5](+M3E7<.A"*N!NYXU9'O2VPJOC@6 M3:"WB;IM.^MW5$["@*#*PW T*X=$%-7/QB?^Z=8BV? PFRONZJKB$K"X[CIK M*BF5W-
@I1R3"M>@W0;4^(MEMYT/22#OSZ40=-TM4?231]C3Y@TMW5B>>%:P8 MY&3UT@?T#&@MK8N94L4X%E]QK@M^@QJ7QX?$BTSK ^%/3<$=Q:;HH:-@R'%2 MC1.?JJ':&Z,ALC2H2TV2^
G@N<$(ZEBOQ<^ D?-R6E^ S2-(\#EJ&E/!FX1K M:I?(ZX#9H7[1-VFK ^7D+WMC 3]M,189[[@I.3/.^0TGC-4V'LE0WNTS(ZDP MD2=B?-0$W#UK=,[7'KD5/",G]]JI]X&9*U8>/*>M0:#.Z,DS'9RYST
B);' MSC[F1#0)1V20[W3O=UR:1P!8!Q_RKB."B&9@S#LPY5MNUJ=;PL+)]KKIH[9E5 M8?,(7N*1P>WM&E#:*;]U4!K[932UT2@_E*WUAM22R %&!&CEV.$%HY +("@J
M!MCI[A#ABH!#;4NC="G+L@.?G(0E?"]>+8 "M(_ZKM#77Q:+NX&[8(KKC!.M M8ECZ&N59P&1@+K.[<:XY&LWY- 0.P_MX#WDR+F]:^WHTWB<(P8E 7WM3J(JM MBU4NAJ5$)S,-'ZS-
CI6B88.Q6GI&6@_@B+K*G7W((UF#34.G(9,'"#P&'1>] MKU">Y9[K5]8O?<>**1'_A,*3F45G]&'$WPGIV-0W"+++B$UL_@^15(8PCO0+@FW,;U'6K&)'- SZ"W)
M4GD]UH*#G[1#C^V&=62\+V>-!@QDL%!L<1)TA6T3Y0N^S0@OC7*J3D6U!,N6 M)YB6(N0[X\HX/46Z.;NL(H?]AJ]15VO>D06.CK%G<0O<%KA9=/T9%)@/8O"A MQAP\
(T^K1H.3!D5()W,=)*"+H#?N$/VEHQE_JQE M; &=+UH =RZ9-1.(N,O1%IM-C\@:D" BVY$.F/"R8CPIY6O%40$U39]XPF07 M3^\:3[0)1Q_43=1':@ &:33X54ZSC;%X10^:VW;,N<=P*0/B-[@X43<$
!LF M.P-%V4>EV\R>AQY&!:W&H&A,GO&%# >FN+QVYNSS M:V'AC,^NLH0?aI#!KXZP^3\4,D=DSAMZJ#RTSHL'/)CD6[N:RX"OZJIL]F?_P:- M%G*#*]7N&M$G[A>SVH5IKMQ*-9:(.U'Y_>S,P.V[_K
.F56GWB?H4!8BW$=N; M< NG*X^>X87A]V3OQ+ 2=B]T'Q7M+8W5Y[Y>'5*$^O9MMU_HP!VZ:8;=5#)" M!VC *YRG(FJ-QG8DZ1BK&KBS/C+FL^\)AD=IP7V.VPMG)Q;\O<$+)/G&1<# M-
C/7Y^6'-SRH!)?VH6Q(14:F>.G.0QV8//@%O>:BK0T6-Q[8]FA3S,,'%8*J M\- I.] IL&P-7,E*@>KH\TM!CS SJ50F5'V+L)QLEXL]J4* M !ZP&2IYFE1D_>:='UU;\0(^G'^T*VVT[0>DU4P@>>?!B,!
(LDB7FX7E%1&5A,K]0:[L*Y5!)3K[+3 MHT\5V*A6\D%&\N52_FHQW!V^^2SRIX[#\?S!"VY,HZW^0:BL\GWKT?YO6I_ MD7PG'SZ6/F&)EY^\(U/@ WC.J]7^@@T,7*N_@-02P,$% @ =(=69-'
M$.7I P P@D !@ !X;"]W;W)K-DP#/M 2R>)J$2])&4G_WYWU(NUSDU6 M8 ,,BR]WS]US=SQR<=#FL\T1'3R6A;++('>ŇN@I#&^=8"CO2%2K:2;4IA:.I
MR4);&12)5RJ+,!J/S\-22!6L%G[MSJP6NG:%5'AGP-9E*"%<+2J1X1;=0W5G:!;V*(DL45FI%1A,E\%Z_ MR<3ER^ R@ 1341?N7A]^PI;/G/%B75C_#X=&=GX10%Q;I\M6F3PHI6J^XK&- MPT#A].50
M="SAC_7..D.E\^[#0>'ZS MY]# _T\3]/Y9>W*=C!:)K!Z!3<#G"C2XKH9Y>O[J,)A?7%NP 1!Q!J@Z$#C$: MT5K3\
[EYRP2Y'$26&V+QT&=6*X"QC+LH<%84R@*V<2O<;33(ME*R.3%NF@+WHJEOMTQ@G5P%0[BFZ M/AALF]1+Z'@7BW19/[U0 GFM#57;+_:/U#6S;U\%&]> M-Y^$(6X6"DQ)=3RZF
=@FA=#,W&Z\K?T3CNZ_TPIT<6&A:@_5138VLG;*!_ MMJW^ E!+ P04 " !T@!U94H=93I,# !H" &0 'AL+W=O;+C_?H=*5EU5L<=]L7FR]USS[WP3M.==9]]A4CP6&OC9TE% MU-RFJ9<5UL)?V
8-WY36U8)XZS:I;QR*(BK5.LVS[#JMA3+)?!K/[MQ\:EO2 MRN"=]_6M7#[)6J[FR6CY'!PKS85A8-T/FW$!A^O?FON'. 2 :50-1JOK &' MY2Q9C&Z7XR ?!7Y7N/-':PB>K*W]'#:_%+,D"X10HZ2
(/AOBRO4.@ QC2\] M9C*8#(K'ZP/Z3]%W]F4M/*ZL_D,55,V2FPO*+$6KZ=[N?L;>GZN]ZWV\1=V MG>R8A67KR=:],C.HE>GˆQ6,?AR.%F^P9A;Q7R"/OSE!D^5Z0F$^=W8$+THP6
M%M'5J,WDE E)>2#'MXKU:'Z/GEPKJ77*;$"8 CY1A0Y6E7 ;]-.4V$@0364/ MN.P \V< K^&C-51Y^-$46#S53YG3H M/2=RQ3+P= M3=Z ,H2AOH LJ#JB CS4D1^!Q>C=Q,>&PWU1(JQ[YQX5-
PK4>QAG&92MUC\0MS# NM%V MC^C/V]X)S]V1*T\84D(SC&2+&BD:B,%6SM(I6%)%3X_#[5#:C5%_!VVM:J3Pc+ M"@+EV;#4;<@J,UA(Z5I>XB//'] GT<8BE*US:&@ "%FV'6=IN2I8O @K;[4J
MXLM>"PXOIRGV27\+#[CE6@DG,6;HN+.*F.DU&N12Z0/SNF 'A0O,#M'Q;V#9 MHXD8N0_"<(3V0XN"E_!-=F7 _;&(D\@FLA*^@$7N>;L%*/OX&M-5/$ ^*IQI(M>M3]:V0[8<9Y]J UU
V"X708HXMN>GP5[V;P1Z:IC >-):MF%^^N$G#=7.LV M9)LX2]:6>#+%9<6? NB" -^7UM)Ā$PP,'Q?S?P!02P,$% @ =(=6=<^ M)&I5!@ =1$!D !X;"]W;W)K&ULO5AM;]LV
M$/XKA!L4">#X17$/QN;OG[DA?+]W[XG.B(+[-M/%7K3R$^;C;]6E.,^D[=DX&;Z;6 M3S3 T-UW_=R1S.*BF>XFO=ZP.Y/*M*XOX]Q[=WUIBZ"5H?=.^&(VDV[U@K1= M7K7ZK7KB@[K/
T]TKR_G\I[N*'R:OW<8===:,C4CXY4UPMˆTJG73'[\8L'P4 M^*KPZU(@/BV96/N%!V^RJU:/ 9&F-+ &B9\%W9+6K @POE8Z6^LM>6'SN=;^ M.MH.6R;2TZW5OZLLY%>M44MD-
)6%#A_L\E>J[#EG?:G5/GZ+92E[CAW3P@<[MJQ9C/%.F_)7?*C\T%HQZ!Q8DU8(DXBXWBBA?RB"O+YU="L?2T,8/T=2X&N"4 MX:#W"NO"]:WTN7CUM5 +JO3$;9P_5=%M#3&J(+Y)'%?
Y6Z(XXZ[=%TDL&C^@[6YM)%O6= M'=#7L^XM7M(D1)O9!V$E[B@MG J*O/CC9N*# VW^W.>$\\?L6"PMF#PF/8?"MK/:11[!>YRZ\)I(#=[(/O&"#PK MI(PR\W[(JE1-855!,A)S$K9W-
I5F)PL/'$E..Z!0.=PU)D6,L79JOA/1B:C5J MAQ^+IT]&23)\+M[2@&3HQW$_>2X^8XWD)/X((BOA0T0G#N5$N_@A,H 7J528TM/D,><5G*B=$D'59<0I) [H'.%I[D M<3RPW3V (AV)3#F@T2O>3)G-
J D^>JW<U]SQ[=MS '/,';^V(^1P@A M.5G!V! @ R3&5ON5%B,O.N(C0)2!X* &5N=%Y+8)$:&<09/Z"[I2ZT,;&Z-) MZ#AQC^8@CK7U_B3RIF('WC1';JZD['XU+GKB !7^<4*M MA-
]4Q'Y[>/$,/#^&A7@>]>!F!P+!"EB 0MJ4[8]V(/<(?1_]BE*#:E.Z^@(,/1W^PRUY,'8S]+OY! Q]C/QRNP8R& MHT;L>_T+3K-&[M(N3T%K*Y?/A:P%,<6;O<%U""\M2G V6A;$=_%<_\S9>E?
M\,*X:8Z@*'.\;ZWM%<*M3T;[@G MQ)8.^;+9@0V.NT/=3TWMYHPEN4\8;[7*HBLF4DN3HB7Q4=9SV]]Q(VO>SMTV MD/LYQ<:LJS95GS!RF8GSL[@,=#I
)&6:G8I[E(BDC%WT1U'@PB+D3G+M9$GL MP[E$K+8@D']X5J)%[.Q8LLPI^O98G3R0R&5)8H6 FGC? 0UP^<%!IF]+#GMJ M6MZ&#BA!^B&BQ@8!DA(:. 5]@ 2,S<3)";&ZT! U -QB,"N2
=^\^WV"\A*:\ M(8AG%^3JM8+1N^W3!!]G5$DM@*Y,SRCE8VQ]

Q:JYF!C:]EZX@09C+Q3@F] M2S1/)7/\C%82S4'8K&8IH#&1*>6R$H#.T?W=&)V>G*$31!BZ(93J_)&QJ[1I M(^"FC9E1;29XPTR(;CA3N403ED'6P9_NY_?W\%WM:
[WTZ]*H>G>F_3QX=;/##OKD<.M=].G_^3Y[J^%W0A&V*1A:O?] M*=B5:K5_S1+$"ISDXP>_[WWMBO,QQ<;'%)L<4VQZ3+'9 MD<1VLB5JLR7:IY[\U-69L)07@$YUBLBSK@RI)?
I6PM3B51)\B=W5=MS_A9Q' MWBYFW('Q?7\7-.D$O;(V[03M8F8=F"!\.5)]6^[64U^ 6-HJ+E'**Z;JOUR[MVC8*5[8^OEH?^8.)W[$^U8U%W0>\R-==R0T62\(DHK#0IKR+2UW21%WIZXGB
MI2TT#USILF6'N6Z.0!$ WE]PKC838Z!MMY* 4$L#!!0 ('2 '5E;BB1D 5 >&PO=V]R:W-H965T3&&+5L5G;@?;?[W420A@%5\.V M7)P[CF^Q(\3CS92/>F44@//&1=Z[*7&K,Y}7\KFD7&
[&7NAM"Q[8 M,C6VP)^,5F1)OU/S8W60\,VO6i*64:&9%*#H8NQ-P_-9V+> (N(GHQO=> 8K M92[EDWVY3L9>8#.BG,;&4A"\K>F,)'1!Y.8;K03U+%\LN2ZNL"ECNT,/XEP;F55@S"!CHKR3
MYZHA&H H.@"(*D#T"V 0' !T*T"W$%IF5LCZ2@R9C)3<@++1R&8?BK8IT*B& M"=N-WXW"KPQQ9G*-'9)0!8^*)$PL8:H4$4N*'67TR#=8@XWSXXKMLF2+#K!U MX58*DVJX$@E-6O S-
[[OP/NHK)87;>5=1D['FYR?0#?L0!1$IZ!3HFB;K-G M9=E+KENW?;>@[1Z@;6OS#LQ?X%HD;,V2G("V+BA)3]M)!0_URL2T[&'\'!2#4O@%5\.V M? >[Y..'L!JU_E,7^^1/*;X(Y)Q"&,Q(7)F.\ TD2O3.H0N
MW:0+PC5M4^J$':FT5ROM.9,ZI/*1*IS3Y(!0-^=!H4[8D4+[M=#^T5WJ%NOF M/2C6"3M2[%DM]LR9U UN0],D81KO?]_2;$[5/VW2G"R_.V'?B&Q/* 6/'B/ M!6OPEOK?
B&Q/_[#6/W1V^"T.7L4(+X:R!KEHVS;;6L!)^[LMX,[Q3@!N5R\0 M]LKM@.-8=]!6OJ=21QBS^9%(*'S\, MHBBXV [^*OR>$U%\"2\^@TF) ::!"4/M9@Y&@B:&Z<4+6 J"55L;AB;.VBXT
MAM0V:*/Z3_%G6V*#KY[CU&8 TQ@SJ$K?#]U6? */"&C)#%9*XABE&M#\%]R: M(*+.?&63&W8&O:#:W&VIS!7,.-$:IA#+++,$,V=&/Q4Z=XHR*V+8.%=[&1./,A M/*W\
1$)A@C#1&Y#8,U/:G#C&F MO4/=^+W%KU7?>UC><.=Y0[<_O7I>,47<"MT,OZX6K2+?P^V&.[L;NKUI0\G^_+JW/5Z;%J8*. "R\/ M9VZ)6C*A@=,%0H.3,ZQ:E><=Y8N1J^+(8"Z-
D5GQF%*24&4#\M'I2K-JL74 MITZ3_P!02P,$% @= (=6?)1=-9!P !A0 !D !X;"JW;W)K&ULG5AK;]LV%/TKA <4+6#$B?-HVP05!2=3]@0-,V & M8=@'6KJRV5&D1E)VLE^_'9I);*C*XNXKU;
M=W5AVZ"5H5LG?%O7TCU>D[;KR]'1J+OQ02V6@6],KBX:N: ["O?-K<.W2:^E M5#49KZP1CJK+T>SH[?4;/A\/_*IH[;>N!43DZ9(=(4Q%8@\3' MBFY(:U8$-
_[..D>]21;C6:E4H\N)E=_7J8A+@"*N;%-GH=3(Z?<;HF?C9FK#TXCM3 M4KDK/T$?133+HKKZ:#"GUI](/Z/QF)Z.#T9T'?<9^4XZCO^]MR=#VJ^NI5=>
MV$K#'XOU4A5+H4RAVY)$R%]1SN@C?[])-B+.%&ZOEU;K1V'7!DI] M._>J5-(AZ6.QE"L2S-], "=TQXZIX,UO]UD"[[>],5]!D##RF9:I$QE#*%= M:GA:J-& .\;+V(O]5EE)*[0U&?K";CPX$!^WP,(8;
N@9=YZ&/:HK[;S5%[& MD4=;-)@CY5A@9+FHD7_P))&_9,R6\M/2&O5FN@'TEDR[$+,)THE0R;3]!OZ:LZ3G.*PAG&FL"W^N27A:L(D4T#-DRLD2:1;+6)"? MI&DQ*OO6-N[058HE.5(&;,/)$]!
<,1^=K1/A,F_WP2:KCL&RY0/Q8R*%;91A M7.Z2E%EP]/I=EUU6D<+^7]V!YS@/Y,@.PU30N%6TSC%W9?D)$R\=- 3@> Z> MB2!%)97;*.J<3'6(;7T1W2Q!/_ZA+2B2?V1D]W"!4>1L)TE!20I4Z(-|*
(P M;"%8H!?P"I@-38HVVZQ:1%8I7R"R1Y).D.$N\;24IX*C FJJ-K1P)+DX1.FS MGM)G@RQ)GVS?1H7[2#PL_G%/Z9^$XYD]@,,(=`0FG^8@QS$M]"W7BV^.3X2&]*S^4H#
<8N44,Y>=WGY/5@4!^HT-+[N_ $ N[+R("*&P*7%8\A MA9!2N82LTUS;M#/76P(F$&F>5%W0C'2&;Y9OM@;V4)SG?9SG@T[> ^XC;[WQ0 M-;>B?6$.. ^#RITF;AA2T?0V]|\SF.,SR=/.".M?&XE-
;+G)'0IM&TMJZR>SB MWB2KBAM%XB!W4MKD&U[A/&51K>1<:17BPE "5MIZYE3RG;<"3OE^ 2&3B3+V M_$3YKPDX3K9G7'2T(M-2/$,/#:M$KVYC]JO(Q*4EL7]3N-B<^&FC9*XM%9X#
M>#_ 104V(QX4<;BA0E#E/D_?IET#F%K!E:043XO>DX^G4HLP4],JE"O:&F$Q MAWFW"6ULS*QU8;O23V5C%7IPFC 7.^DKNC.G-N+ ^"+_U$-&?WUD-5U*W/=)*
M[@]IQ<,*@0/R(9=M#&>+S$"^VUBO8K#C9^M:Y'T*$OW& *US7C:R)(O8>#NC M)"[ZCG2L-RC+NA9?9.>;GIUOOM2%Z,G3E+/&[HG]:NJ)W'J=) ;X'[MZGO6N+CW[S?
3^[N^XW7P54(1.+%A1@R*75 MOB?S+M=0-!<#88:DA6=GWXTK+_X,8RNN;'D\]Y\7J(V"^,85KBAV 9S%/D:UY M@1V0%LJ8N#-44"*^16ICU$>GXQSYMH5N >"&!#Q\E:J3I*H/VE%PUC?9,]DT
M.@\5!@RO-=L38G

<=D/QIA[[,L4Q#"U=,MD6T9[U3&.T?/=R((BTF* M:9/+ AKF4',[KJ,@\ ;VNB[^>,R6IJ#2%!S5= -2]E'&<,)U[?V$N;ZE]/$0 M*3/,8D QEZHQ'0O:H*;E?%=N0XC?K#:LU(9'U9i;
(\9"/!.V1%IRQE23MG#O MPT'@[(AKB.GTFM5=5NHN7ZO?\'#']'L7^;1JW1+9ELUO9[+9:O]TVC;=$MF6\ M5QGO_7O[]O;S*0QV)HW-3.N M=(N4#U>ZBP5A O3Z@NL]+R>F3ZKZXN@74$L#!!0 (
'2 '5D@09J4YP(M $+ 9 >&PO=V]R:W-H965TJ,08;RDB(!SNY M2GJ.9QDAP[&V$,2\YMA'QBR2X?&[G5JG]:P.7Y&ORR"-\&,B,*^8#]HHF<] MI^- @A.2,WTK%E^Q"BBT>&/!5/&$1;773&54QQ)M5?
9H!UR/;Z['6Y.] M1 j;L@"[=AKDYJLB=;/U?5D!uQ[^4.\;:F; 7U2MHH M7"ZMW[C% (UJ.MJPIC=QJW9"7VX>/]BJ_/XNKA[_Y>]QUUX7[]._]^,?W> | MH[_;:&AL&PO M=V]R:W-H965TA#
[1$VT0E424INP'VXT=2BBRU,A,#7QZB&[]#BD>D>9D?&/\J M=H1(]#W/"K%P=E*6UZXKDAW)L;A@)2G4DPWC.9;]DF]=47*'4Q.49V[@>5,W MQ[1PEG-S[X$OYZR2&2W(
T>BRG/,GV])Q@X+QW=>;CS2[4[J& ^YR7N(M>2+R M<_G U97;4E*:DT)05B!.-@OGQK^._;$.,"G^IN0@.N=(O\]:L:_ZXE.Z<#Q= M(I*11&H$5H<]69$LTR15CF|\
U&GSU('=|Q=Z;%Y>OC]KX/%LE-"DEP@?V0P 2HSU?8DW6P&0*$=]$>57:"1 M_VIY(COFIN0*[X[V*B5\|#2Y>*TVOTD?MYS$RW/$)(A-)*DZE_A;NU&&+=7

**91[U^2Y_N!EOGD>K0K6MV0R.>/#SIW!8FJE?MOW@%K M6DCZ@_CI%*3^EV%?5*\1);:E]$(4/:;DH2:73#DN#Z%^0?(<[UINBPCV!-%+
M+8H2'H09"HGNV0>M;;G!C3$S=ZE4PU#YT ML.%C31/3"T_AUG(A7>5UH+APV.>18L3H^5\S1QX]Z#0CUAC%FL-6=JU\/#(V MW 25.:^)25YLPAQ4"QZ)^._!-
V)0<#!COYHFY,#Y0.S0A0DQ#I!QI4OP,12J MP')7Z3#HQZR5E#2AIKNH!\9-(?$5Z?WG.EL&'!A!_Q557+9^3LCJ_/'VVP1G M:"&S'I4X9=7-
1L;V8M80"1ETEC'5([SCWI:M<6]E[HY$D-.3;(QJV38IR6M+ MF$WY +^_)XQWX!U>ET]()F)[4'BUZ MUV*_B"$9]!OO>DT([/,Q\XMC"O:;V-B&B RMTQ7D];=
=H[M^3V=>MF#H%VS M;/0@=H2Q6X8U2]'TC>F4&X\';MGIX^PE5;6=SLW03]4FHWX!PM\N*F&4]+7 M++3/1O;'),9WZZ])H>]#UJ-;Z62>"F//Y=*"
(<:ZY^O*3>6R&$66L)6EZ[G MG,7%(,,3M5EVI$ZR\7W&8X7?>)_O+'.'$.X=L2O,>6QOHF;"3XNPF"%8S-E>
MPF(>N9>F\I1)4V>;M\:.T@W2G=6\XZP&*2J7Q_;ZJ_*5Z&0"NNVH,-71*@H.L1#+A4>2N8D]WKB M CGR/RG9AI8T>\4K8Y<>=T'";WA(-
)^$A=QT4N'A]QGL&3[8DX>.+WWS8U^/ M#TZX@GV\!H/>43 #Y^DBT^+L\% H!.VBRT0!0PHUK+QXL)[GVD$9#!EF7K0
M#'2"A$8],$8GUE_R.;9)D*B=8V/F^##,X6*MW[PT"M]H-/Y_4:_KJ;Y^.'3D MRGBH_6?00@*/!76XV/RU5.[\YEZ':]]K69DHDF=\OT"J"7KB\U8SP!L46IIO=1JSDJ8\5N6:G,;$ ^P)S\!
C4@8K70O912Y\YWNF.V^J M6WM0X70$-O$B<.1^!S.U8I)K-,3%%=[8 #16=UP:BF9@;21*+)58O?;_CA<9/
*+DT;H0CC:./RL>HQ=@_,N<45.7HF3CVGH_(V5#U0U+2O;Z%'V5D"WB M%+XX !P85G^-D/4VN>@8JA)"3E'@E6=\I4NLBX?#[BU1NI0^%I7%3I^L*U/' M$Y1Q--
(=;1CG90N0KU+S,YS)#.9Z7'CM>TEL9\3N1>F# >)];'BEK=UM%RRU MO,6WT-B7OY_DS/'>WAH\\@2=#W?83[IZL)B(710,\ K00_YI38+D[EWI\Y5U
MBVG=V"RU3VD^LOW/2+7)<7"P6LVI[W^.#&G&>-C0TT-75*X8/4'^:"+HI9(_8J2 \,]*Z5+4>ZSICG4H3X,N33 (Q%UUQ@X^W-5 M\74S,05[!$R0@Q 35%"I^
XMHI.E(T]N1AGWAB'=*BON#5^5&YR"XH!@.VHZ MMG7GXA%#(4)+,]#)GU2@T,4%' (4AL!"Z6Y&7@U#+WA]B.W*.]F[.8S(3P(* M]OHP^>N]\@B>9,)I$GE@-AD;CK"5+B!
<329M!F719W.$)/CA6<>\&C(:ZPM= MQL25%E,E0S%FUTPLIY3Y3HQGX(5SXGTI3AIN1ECD=K*\PJ7M*].E?_KK3) 5 MU-G2<;Z[T?R/OWVX"4#RB\G?O_KU-
]7*TXR3[V1'9>W"UL:FSOQ$T7%3PM%G MUU' FTZ%;WBKRF5%E-5RDSV\U+8@E_N;P)G?(0@T#7M8:B$]T]H)(R6*KFP< M)R2MEV"TT1,R%V#S5P6BO%.F,%?N;+?
9I,8!D[B3#+8Q3PO&:!C=X78I#YOM M![:?,BD\ECTW;#A(IM.%6:QN(_]#TJH>^79/%3[1#+ZLYW=L)O;TU|CRT60?9K4B(!<>!I*:SWHB[9')^%TVM1>^.LG7*OI_"H\WR.WC0*?A6VP K?
M3!!YM.%TN[H#((X5FCB[HE^CF"Y5Y,$A5"/5HSXT+34H=(:OA5C[HQ50TNUM#',_@CD,1I];;@M-[W$/EH(0+2V7R@2
MN6;D,YX&1,+A6\QYP>@PB6B!VJTO,:8[+>;V%+!Q56:;3 8^TQO!<":)G2X_ MPZ 4K0.X?_R#>P&*Q A.7M8@C"KM!/$E9B9V\64T2EG .W.9*$%)H'1JPG_P ME7-
$#^#QS=17$EGSBY5T!D@^!C8M10JXVH]M[B:WCKC,4_KG [+T3UQ MG<3;9>JRX!>I>)&>R$-RY\T9!YO5.Y(Y2U"7>I%N%V<(RJCCJMP5'7Z!D:A%
M0^>40U/;9H9QHN^NNQS663A32F-=<((I=07X,EX5 .(SR5V1\R3H) :7QY6Y MFY69@Z/9!4=[B-39+>C9#2@K/"LGKY6EDMR NC'G-:-
DOL03B$CYM!Q.9@VJ@\G1<'<1OXX5EO2GARK:) MZQ^FCV6TS9KK46DQ99J27T6CA+E\2[WPO_[KZ-G3'WX"C5Q(33_QT^2HA|.@ M9X0$9)C^H;G+U@8!/?
ANOI5O,!CG_/"B,D0 <>'%0B!0EU,CEGU#./H,;LD^ M4;:%,?-V@P&FR!X!'9<>47*'(O/CA8#+;1>PV@T5H8>@('ARG)1AR(O /T(.8R+6M?
V9PF;>N754Q^#+6^G!EK%L>!&X\WTO@QB/7+&(828V2NH A*!Q:6DJ!%]#'H??[P,:FDX'V'P3^O MGXW4D;0.?+K7QL@;!$8E. OU5DK:<=.!JJWDGN@OVX/M":4C(5[-V#72#D_(
MCG_ZP\\?_DK_=?3#=S"GBX7&%_LT"KT@'F,*@UJM0?B; U"O79-MLUS>#*.9 MQV4QHQ@^Y4I^8#ELJ;^CA'(EEU9V>)[^X-5UP1PG<,IVI@U*_!AS$(R\EH!
MY:'L+T"1PA(V2WX >C2DC>WY@^1Q;%9X)S>[+.]2=DJ.&?.I?9!DF/J7 M!^A'12.G"+/!9#@$+9%CFT'T0)+?I?IR^V5)H;"XUD.V@ B<#.0W8NQS<(R& M-
'Q,/&=KE>D>727.EQ!H%I.U#?B"N&B>X'.DA+]0!9ZL0HEB(6]#Z+M:QWQ(MUH[RBTK9,0S(T%MP<>1!A-:9VONI\%W,$8*LN]'14''D$J7W6FIA0*:>0B4 M/1:+S%R* 5^HKV
-62(."DUL>HA8:*#)8G<:CC,/D80#]\V;$/#%6$+R-B;U-FMI>04=<5 M-HZ?=J64)BB_8N&GBS4$9CDP"(1O>>A72TMHQ$J>I760,/8#%97S.BL9B8T(M*ZHSI^8.
((;L9>.'4D\!RDK]F?,3&C?R-P^7R_Z03.M+0!AI!IJ/4ZW(AJ*Y"&F]9 [HN;8Y+TAGG70;FX<((;BUX-0'0]:/&)]%BX-GBV MUY^I-]?2
0Z;,%A\$#MP.FZ,T*IQC(BL0CF&2%T]3>UK9T^3^)B!OA[!>$*H! M_XO:V\5QL*)#8"3D$J!3, QXU_H &Q\LYZA##[]$9^IVP&'-4%W1RG"-$DKL98+9. M"\-;!TN4$8)UWW)?
HT*\0SRC%PSZ+)K\ 'I:AD>C8(TLB!(W%56Q4&G% M!>Z00K BMO'C\#6]L_G2PS-AM2(ID;+X1/V-;&T8=Z%P;1RI+(3N=!]I=:VU MG-!42#DP@[I4EL^;]I0'8'(/#L:AYZ-OZ=B:-
I5&9Y>I+2W)CH223& C* ? M+5N5I5R6N>#.140^0ET9)Q*6H<7T%8!=3.\,] J!7 "\E09U.A2%35T9_*98 M#G2 CHX?T!M?\6Z.SD#GOJ\LT#AAN>F,1 M1DL&#P>Q,
XOKD'R]D$I4] %)DEV;CQ,;@CQZ]WE<7.0!8]F7,!*83E0=$@T M_DZL,\RH]=R//=XQ8/:A@&Z6@7GM&TP8DY >M!\ MYA/K6>P&XTL/5TF?-UEN66T"-TV:U]ZN.FBV-M
MRQ&C#FFK2]/57H\ M7WI0DJWXA@+KD1N[6E7D:C<\G\)3HWVEE+;&MBF;^#7'O4=S:GM7=D3_HMIH^4ZV*B!1,K@Q*&F1"4T1?#MD=F.=IA Z ,+F=T" M_&?R#G #C$-
$B&C>66%GI&;EG13DLN:% TN1>_#M:RL8+N5U\JLI?YT4(F=R=H>4"04#<1V4#YL0X#W9::$7,'1;0=>.5&UV8U6+Q, M/C/#G3XA04,/*EV1Q,U R0.NRYJ0V1F]_<
8",'O.=.$30CJHS:CC+VM@(,P M7HZ[A)IO"Y%X]+U+5"<@(*GCK,0(V+E;I"=:::Q2$VS88")QCM*7X:#;)AZ M.B'8A0=JI2-@L6RZU5LIP=Z7CC MBOE*Z@%
(5QP65E:PION]UDR82XYS4)OG)[.M?D">MROD :.*K$TDA@@FR,?7 M>(8#CM:RY(5HZW-1SR$M:#$0PJS$0J=Q59@.ID!V%R:AC$G7)-FEN3)3;X9T M&6T(4\H.>X)R%^*XV=-
@0IKV(G9\XJ>[K Z,:6M_DO:K^NK*+XP#N4T2D8*\ M)%|(&7"0O75*NR/Z"ZDWD](7DDP,''KG2.YK(X5:6Z?N*\RY"O/3^PKS^Q_5 M4*X1G3#]NM#]A&=-V<;DN
4LUI"R*;C/@Y-.JK]!_YG#@CTC '/&E$ #B2ZO M,'3DSBX]6V+ZI/B4IHV9B:"',W\6K?U^#PZLY *#CV-+(F55 3)U)MH8MQ#- M,8N*H%)$&[(00K0ZV<>3!BG!WG!R
KPD/:=FOSFIPM[D5R@^*MV!=A5ER2MP0 M+U# QUKR3KWH78:[!1(9D%0]=XD:;\B91Y*[MO1%P5;<&:UL371NFA93)K0J MQ %,<)
[9G#FKJ4*+Q$=1F'.$&UGKVH18\P*+A0TV5BC MH)X-/ZO.]<04Q-3/A6;]*= +:I:V8I!%#IM7.ST+9FQ&(<7LF>8\9?LHD(59P2?SE.:?Y MEB^FZZ!EF,1:@1'6
7_Y%B9UPFP*%"XV&R>Y+\[UGV$E>6S!O*R;66L.Y(MY!<5I*@!'E:*E%K]:6>9#$<@FF?PTYF_(5@^1D#YB0.\+%77_<,I?=P&?#'P MX_K'C)A$"7T_&0A> _=E,8/-A?
=98ZYJ4P\CV$Z_TP9_"1]G;/N2*H3:,Y;M M(HQ@A8>:/C1'$N,XZVV?* 8*KA2[8T524$!U1\2\S+GU(XL/^?'17(3WY]+49& M1VO5=&,50B,=#/DB7Q8@30+5EG58Y.V77;),PS IP?
+?_"3L.DYL,- H8;F$ MXJ4\:=A7.?-V+=!2Q@M/0,IA)X5$]VARPTQ!&8VMO4R-WH M+(T@,S- 6?G@K=]?;,>0'*24X)=8@^B-%>^LL!09V@@W0:XPY/$((XADM_Z@
MQUOQ;YSX&;=*3LZWZNNA9^36++]6B!A+J2HG_CJJ?LZ&0,0,S;>9+^A3,\EZ/' M%@*M@Q"?!;:.132V0:*7$T5-Z><#@#$R&"6ON"E=R?7.)UY]R ML+
[S=!WAI5_H=TNO/8("J5[P,?NJ[?^1;D61:RF#DE0AKH#NL3H6ZSI+2V-$R-Z?,778E7^:LVTA# M CZD*9AH\<6:'#I/<9#\,>-W7XN.E2%@((X=[UHJ0+0P;MI0&+434^A EG; M
5.IG1R0NI='L_EKL7;X*$.A6VVPQSQD8=/7),8AAR _ZS0PY9[Y(L]1 4^' M?\|#&I0@1YDFN_[\&0^T1/B'T*0%>:\B M2:U3'*E% DQ9D@*$XM+RO[@IPW GF$JDJ-6,5AT9!:T5
C9#RNRIAB7PZ& MC_%'N2F9$"I$X(<LXK/KL/J8)/,CG80Q_CY-QY_P=+<8U3)65Z'7Z[NW#- MTX90XS,'CCUN3%^?/Y$Q.1CRSERMNOH-"^DC9=N#Y<6E?\/J.[[.+]
MI5Z9O[>EACA(/##,$!]"2SH0MI=0\62&[^JR<.D\/_3P{F'K:EP%JNPA)B35A5LV,Z)JA+ 053<7M MG'X930M!O<;.^E:8]@=RZ%AF>;+E+WT53"]-J82GB.ZOF
#EBE"))N/&%_I!C M,36_4R@PULA1>,U:X(#*UV*T/5!?3^:+2[F0&XG,XD1)'5.0X2P03L-\(SL+ MO/3U*:AFR;Z[KY_FZJ??W-=/W_^H6]^H0*C_AGP:-
C*Z(H&Y(X!RHXSCEID5LWK7PT8;_M50!J&]#-]JKJ&?$VH#YCFH+2Y38<.O,:7RZVDE M0W/V=-3:MM=(<<^:HD+2/FS("/^(__#G96XPA7LY81,O;T.>2'5;R/)%$!JE M-9FI-
KEU8OQ-."L.'JX]^-!<0XS5H)7727N<21L4$CT<(%4aY-]JIA27U!G@7_7_X2Y)6|*YK M7!LJY7<1,ZYKZ9(,N5AB*15;_Ns$0MB;V2A!NYHS()AYY=N"RV#6LOC%,Q>'
M7_Y7V8X0K3XX>O# 3'B"FF;EQ.S]R@MH_Z>>:+C1"$,(F_X*D.IZ_;ZYI= 4 M5_XIJ>K[+2G8^&]YBUS^P4^P..O=^L]?_$OJ=%U]_23I-P^/W;%[M'[]['SR
MV#W\>O7D:;EV#X^.'O_O\>.OO?,)> ^A8RT0_H0#4*W#^'6SE@4M&__Y5^1? M'PM,V C(*' _)36;^BBAC:0.C2GU#^:VE+>|QA8H5*4]K&1/3,8. S5=S::] M-
>XC8U>6MDRPLSR+!%RC%?&:ZG%7EBV,F6XZ6QC[SY\KTJEK"(:+K^G3L MM3 E70MQS= BS(GL*%L,Z]KD]|K_6X*EW&^=[3XT:1IP#V0!)?O(TEI-*$@, M[#+O(.O0W
GNW%L;JV,HSN=A: ^[/%> KQ3=4>_Q A=F%)*U)BK+*BC!;JG3L](2P[D[(5U!8&"B0OL M!^YAD;S_XI0@E#.5*L[--[&KA9NC;@-?@;85,/J>GE?[%/R <#6?QW_^|> ^T M90U4
]P,D=1596F;812,-TQ@_[* .0QL>FE9CFQD$'&,@Z.096+$N8ODBL-2PG81LAO1$O'C]_VSO*]0=6M>8'%R7Q ;L== IA7033,7@7ZL[=Y)53@&|Z[K9!7?'UM@,LY(UZ?]0>#(KT8AT
M6UD-7-9(5]A?NFC4WD?A@_Q9A.ZD$# M56BE!4]I 51%G<8E! R),&JE=AHZ&:;_9PE@_,,Q @^(O_3CH[%IG 2NH M>!NM
:+Z2RC'S75UF5Y!D_B>U^S!UJ6@!-.A+++E$(5,!R6<9LBG I]<)-NJ MW^[&'>0:9B5965]OJAD8Z0-^%GHVSQQAMC>3\[FP RIUUZTH@-]@8S4V5,FE M+\YB+*+ED#WQ$//!
VXH34)31:H>:VG$!R,,:G9;& 1,"&*0)P>_&+2[RG5(!A^90))/1Y&K[4Z)%PT!6.P96 MQR6" U./B8TD!4=@T9|4E6 M!3])"8,(,;YQ?7>L7,I? -
N!"39+PDUX!2+PZ:+8X+D+|CD56KU:9O89IA7_P! M&3_ 9 :0#RJKP3YG2K8+5U R$9NG>=E\IGZ_NR.NWR-SR M+7)S@"*DR"|(8;!3T35_% 11.7FB?*!P+JR]><,X@Q@"V(
25';"&K%TP%@6 M;4T^#^'K6T.QI5O4KC">^!JN@!1>!M"HPW2/>,@LM,='JXB']S^J3/*"KDH+ M?PZD%4"+3)&$;I#,H19 <.H%3]H&!BB7]>(,\:#->R^-F&B -C:-">G,B2@,
M3\:TL[FYTU6EOT]JXN_>D S028\'#U696F[FI!$7"NWLX'B@Y,K6+J>M%&1 M;BE8I]^DXU0ME#\7ZT'0P/$;K1[&P*A>2 UF|/+"J$,Q8[5BRPCX^-/P.] MUQ"5&Y"=!
(1]#+!F[U1/E1TR75QP&(U3](@XM8)4Q#F"@";C=\D$A$(HKN(K$5;$ML@,W2.B0*F-B8%Y9V4W^Q!$<^% MK./\X -6'=A7I2DR2W).O>.Z#!56 M$8/CR",=1FD_JZ/"T1T\UGYEJ?
&D45:XDFT>;:G2ZF3EN#Q.)-]ZM% M:['!99I-SGN(+Q[ETD*]#N?Q;RU1+R&1>'O _.Q[3R65T7|<@8G7#Z#_"J$2 M%VU5E\841(=X2D&_=ZGB.B=GB8,,4D&3-^&CYV0'
M%V^0 .<9Z'BA]I5<>N?"43+(Z1!3AO(0TH$FFAZ2@^1$(LO>8"QMTA,U[7V5 MGP)K$Y3FD4&(,E)1<|22&%D5OXYHN;%=(U$+D!@BD]HYMN)3G&[AL^ QD5M) MJA7
X9/=EYWC6VQGA^;$T8I<%A/PP2S<[AXR2-]^/I0/H>SM=#C$3]D)PZ] M". /@,1_K]8['T;BL80PK&=^(OA:/WR>N97 :@?+DS/)KHV#Q[]NI$A&P(
M4+NA^'9)7*,E.O+S7V'/#O%57OUBKD()$@S_I-\9&'5V)3GDCE$YK>;*C@O$ M1Y!7!T^T6/9=62&-
TAKYY/48CUHH3E'5Q3RB7Q^+)9.1@T2^$C.A=B%1=7|T|52U39+BKZ6"PMD MM4;./DTG-$LJDPS8I=0&B[Y#%=&&1%N>>C[:A)Q'91IC3V M0(/P("=%H|&
4";=2S!KX;U@!U"?4#.^0[!<^AI(@PMV;<6+:@?,QJ)2@\WG M0/;9GH+7)K|STSES1EG,>GA8=H###==]E+>3YS[DY< M<|*)6/\6UYYA=!,JU]"O@>(@7
Z^^1VD"A_HR>9J9)4+09=Q8(YK 60'QVO ME$R4'4G'2Y(9%X),&]M.*X-^F_O5.MD^IB*6;B66G6BK&=HUQ7|A8VR6@WD
M>+,4J:PZD0VKK;A;T+&*VE*S1W+0$MV"YI;C*BW6WX"M='":9,;#@\ZI@H<[M;H)>9]HB*59,:&)#R,I%Q0])JS+$[4M@:[<5#GJT=& (W$F-YN!8=D>RC:,<>
M?.V!F1VU^3%F)^Z$9./"(9=SD1@\LK&90#L.I"+W,3L]R2]{A)IL:EINS;+ M8$>?DV#5*B&GOL,&ZM<$)I-"#'/ 6='<.,#2T_G_]SUDI=A;DL1F.C'AE'+ MIV-
=$;D]#&Q)RTA6MU_NJY)CV6/Q7H%&4ZI"1*.F+L)7_42[U$5,#QHZ,' M3_'K]#A1FQO0ZS!*Z5 HOP@GBLT(T\?V:U+Q)@A,P]MC#FL'[@XQ#"B#]N$W M .4Q/W2G
N(=T$\,W6B3|[*"-8E]2Q5V(/T^AX4I3"[3[<:6R=J6:2@VOX M*@VY-NW.U0B>`G[/,&!CT|P-%>!OVXH'B)-07VAO6X-*\7BK|W3^LI MF+TI!P&0JC)#[KWOZ6/A
M#E)+U03$&AI/+B>H*%?^-!QJZ>)L: GWFIR=I%|CH&,JOIGI>)=H;<#MSN$: M!5^VZPY#Q"+A.5U1+JP0U6R*SC8HBP(RUQ$ D)Z*3E$,64W> -Z4G-< E35H M-Q;[2&O
,71P3)PCBNQ:O7 (B7. W:NU8#_KN_Q9U+T_<.SI=]DN\6&W!1' M)#LO-),.I6QHER9*:1(9KDU**,6FPP^1"NF^6<_ H5;#L|6"(5+9=*:DIF-
Y08Z_95S0Y%>:5=BIJ&RE5&QY2Z? M_AG=FPA&AP:;XLK! %!'50K>IPIOAV ^U.=GMAH^(9WBV9"AQ ML6NK$+D0'1&%,5D(5;9&N-[GQN%"Y>(9M+L\ZTOUYUD&G@H\E?
D*U@ @A#-_'!#Q8E#|BW)2AXO<]:Q1 M0 ;M ,3C5&6*H7A6MF55Z8N"O"=A%(MA(H|-E'63CMB"NECQ[+UQAT3"V(XOD*T!)=T^ZM!&9@BPG09SS*N[QS$SX) M=<^)]
=/D]PV"H4UM5^9=%R0\I-^ U0YQ"/*+YNZ)8\,/H0!KD 4^&.H!OIW M#0LKA|@!5R$85F!D(8X6?8S-B PFPE>AQ!22-=PXJ(F")"3*#YG>-2VZ"7TE
M]62'(&CE/]V^8$Z+NYL&)Z"IC)O:TK)8T30HA5@#!-GY(7K2(M0QNA 9L1 MA"VMRJ)"!)(TLQ<9$(\2Q;# J"I80-=^6? MGD&<5#NG#*R,:V+63&G3'Y-
2S"3;5.PH66.'SXP(D"L[A_9!FDA&6%\QH_$ MBA-%8]A1?K DQR07^RK$MF|/ZF6=J05MN8#:\1E*EI-1;AW]:.2;\NAQ+:\# M=S/<%M_-7D&DSNV&B@ _P^Y.+S)$W]A]VY[7?
4>5L6E+ ![LN;Q'K]#T7.!ICSOK8;J,0/3=FH MU8F0M>2>?=(I;@",IBY;(PT;;7DCQ8>*R\2;T):GH5,BZ/C1>@%&$OC\>N/4BZ>;C!+,(U^<=1"NA8,=&E#+LA3"0DZ1JKG-
%=X'*P(OQLO-LW MXP:&V<,@ ME/3&!(A,? 0/Z&K,+P;0[\"%?2[G]N(7%^:]?%X^/CF!YA*1$(9F@.N!RPU92 MS;X8|+OZS)F8VHF.JF^6{1 [TE"78$'E"*|MZE7/?^63:5VIU CE0-
CU-TB_9^+!&7'7113 M(W!?<,T77! <%UP_=N0'IY9.NUZUU!$A0JHN M'&(#?2^M./,HU!*#P)UK;2ZOJ[%M)|#.U+ IP:%IYR-BA2B.4C ^D[?;A0IN M,$./+#+H$'-C8XHU^OF(?
0,=;!'73#A#9L"_ O]!>K&H%F@0B-HE->OL8Z? MJWI[&Y!A%BM<"\[-!H4[C"!M#KC.9WT0P@E[3QV]M|P'NWG*WNH$EHN,O'AU MQ$V):359W(:TX150:EN L86XQ<$U[
MZYPL5:(45@&M-:?_-* 4 8?I.443VLPX-E&UZ!(XU:LEDN/*5P*NAFK-+@X":PV@)9'PB!Z0S22 STJE_D'PUO&T?EGW>%XE]13H)':[HM MI4]#-C[>R3?=P]00^8
:7)=I;!A:Z;3O'XXQ%M8L0(RYZD2U/3, ^%D<,L! M/!7>GAK\3|/KO,U>M845<@M*&3T\%=*WK1'4^V$I;BP|?",]HEOAE3Y@OURG(M-L^(21T R-Q12GA.3
1ZKKRVC>R_7^%CMZ]!%:4#<3;>]O$A[!F_,3[0:0D M!RXT-DXCAL|:.+!8Q,)')D5-B_1NKN$!X1%V-1>%:+HVP*(.S;@QC/H47I1A MA_X,ZENW'X3@%"\C*3M\6Z1KY>E?
A8*HX*XQB?EWRW\H,$:_DEAIVO:XRE_I MS=0A1J2(HW@H=9.V?HQ/1=C^*A_!+L[Y);V,9.(HM)H66;&R0B@KT(1 ;* MWQ-
+O["J='6_&C<#4J<.?'U=K.2_4SZ>7A7W#E+=,GHU\E$CE;7'EQ>D@,1 M%00"DQL=1'D(ZAUG!(Y(S+@VT";PH:<+*=\[>S'1+I^A9! /'[@+IZ,3 3*N MZDH5+^,&A CF[O,]E-<-
R6[@H/$GNV|[[9,[X=U? MZR^AMNL%'E!,[U.RH. MA)*] TBG2QWA((YF*0>O OV=F,Q%)'#!(?TPAPE,)R#LE=+-Z %LJ+ M%XL3,W/%XMGK$]A=O4#WD)^+Q8O7+
[[Z\:/_M5\HQ|\.#I^&'UV_#5]CC^ M["E\)DT1'JPD#@-FS%FS6/S@ /PE/80_N#6F&%[0!]:G>T1! M(M'!=GT52@(:6XB*PZO.FSC3;GY'+KR$0837Z 1^8+C!^M"D3EF4VO[3G7]
MAWXM[T/[_T=GU O1F"-|)';#,ZQA6#Q_|>HU="8>//!GVJK?;R?0F$MQDS?8 M>O=(R@^!I+QS=OS7241#O#+1Q)"K&+7$:]/H9#W"+%,>96:>XY0*1R'D2,BC
M>+\3U&C1]G%B5'C<4O<[V2-OTD2Y8^?VVL3YMH@#&8! 2ISTUOP_&J(&R3? M0L(CI^L>\/^V>19Q+$994FC'O1O7ER$>H0G$!&_4>>/C5;I5HUHDYN3+Q;6R
MXLCWKBY9Q^GU] 46_6@_M-K?D?7CLX^ M!QLO0PXY\.'=W*@I/P$? #P 8SN U/L(1.&@ 8HE%/35W3O@ MJ!Z8M?Y]&Y$F->[KH;EZZ,-
/LAYZI8W\J(.P$ITWWNJSF;MQAJN$Z+$V4 MDPF]UD,"<4*-"NG$ZAUF.S@):UV) GE#0X:2)^T>Y&SU\PW:>1$N7,/W.C3 MWI)B"@D+U6@L-R";.Y4RA@Y -LS(VTC)V2(H#ED*
(2C?T9\WW1*R3]LSD,'0E87U!?KSZ0U\<6'/';P=I=[I9]/CC$C_8M=?Q YN%VMDJE4$,Q9;SY2 M!$MWAX/:-U&)?>LZB/0NSCJEA!#NJA8/\!Z;&GE&>(9HS]+7(Y!K=EKSU[!A
M[N!';6=F&]"89|YORQVL3B:5+;?0YP@SYD^4GEA8;>=/4O=7?,X9P2'(EHX:AZU&M8$V4A4Q MUR1$,GE6Y+7/W5=O4'5HWOR*Q94..?DXE6-S,__G7XZ?''WWYM*;!QD[+G2

*MT4S:HF<(?L9MA9@-%6G0Z@0O&H O*R%H*PU&DE))[=VPS<"2F7&;ZEG)0-)# M8.N,@(;]WA>5! /!#PG7=4HJ[BV"Y!+@*\+-(I!['<+O\|_&]L\6Y2.1*BS(MW8[;IBMQ23.'+?[ELA+WI;5M/)5BII8$BD'R=?%2@RG]R5$5 MGTYPY*"QR!BPO+7R4U\!=Q39$;%=ID<)0%"=?\-)[A_A5H964W) 4D9<]K6|="DDR1*I8=N*

*M80BO6/P+=_ZR[RX&'&/8BDC*9SNVQ$K1F&DC$)LK#-&ZYG#OJFO&3W;"#*2(MWM!>$B]2@5=2<76)"U%E=IQ GA<+@;WSQD\$9&"F-BH1&_P +2'/*&7CUIP0 M?4_<4Y4,*)$/ /1QT@"=%T&[Y[<5_-2$'T >?,45?7/DUI*W-/!T)I0:SNKU MCNE$P*

^,L0@XG(M!GFS]_R_(L3_TL-N!FP%>CZ$%),+AG+4\B.(%@'UVW. MZBTO9>BOIS;BVAN3()O$BU:YN] /M9>.3UDQ *HFHG"B18_#G'=4@Z"=>BAA M:8<%'%69>I3J01MJJ!R(,P)R@,F^V1,K2X5|T'36 ")%2JX#_=9_G&OF_Z8M M|R\LS:MJ(.DSY;S|I@$9 M153[''|KILIZBICRDGBNCE12B#@9S =*RG:6%<3[PMPLE]&.1)4RN9N|B]|(M';:+D\,4L]W$<3H8$3_]5:2R$N2\F[V4%NIS=|_<$F$GZI5(NVD6E0]XY23 M2SP466JHWX8)N"&(8;C=]:0/YX|))OJE==1 R]4D@SL%XD;3=)=#[U^).1>V M>FEB\,NE)6$O&M;;X-Y9Y[-@"^U]!"B6LGAL;@D4)SY/K5@K%EX/"8Q+$A& M56!U!F%KVQ\Q;(DU;I74:%(;2KH1(-Y62C]M/F#+X(':]#1MJOA$L/%T-]+=4"6%LUK5@Q\2+.4@&'4/,RK');^ RAI:4Q(-)O-9GS7'4PRN M!7]ATXY'F'((#<9+.-)V HW!AVK$A0IFCGMH!&=AC/M=">D(MV+Y]X;!*P#4 M_<=8;R6RVY5(BL(TMP%^Z8,[_V*T7_QEF&U?N?DP?\1C2>$SV7?E>4^R\[5 M_)3\>T6?=9GPT2=9)KQM[A)B)RX]S5FVE]P.DI5GVB'(^W'V#Z30RQ4SY)\[M X3[:P-^$H?S_ID&:O2OER.F[U8]2,2KE0>U%D.%<_E#2: UFJ;%4=F.1"Q9 M'\]RX=LBO;:M+0G=CTR,%5?T P0D@B/?\B#FRMFV3*^42A!.(7\4G-]ZE2D@ M4Q-EN0NP:4C7>\L_4"8]'>83R5N,ITTMAG27E,B\UZ?4C)1?QT[V$DUR^= M'=.*"3]B%!B8# 3E?KS3T55'&!I]<[K6<^KKJ;:I,."]V8A)Q[!.=FS+.GET@JTZ(+_]089%^A3@BB#"7N8&9$)9<,B9:'(I=%CC[-UM7 MN8F8BLY="!14+Y!]7HH R+VW,5#PIL$NB6@,L73!?MU2N401@O8MJ--N9NP7M$B0087&OKDK'/=E^R(A*QY3*H)[:UY@BCX=K?I\.P,$#BF7M0.ICFJ7+'E+' M4M@+3Q#U,M]RZWO#%))-5'*.LA#%D<+6J$XUH8T*PW&Q2DH-% ': Q.:X_&/ M\7DM6G2'L%N+$%:0PQ#O:[!,_((H<\N!+Z$K@JMG4>)@]@'G"0',VVLI6=^ .NN?7C4$% I&?P=.LMR1;3:ZBFS?NM6J'+BIM83I>*L;T5FC0>ZRGE*$0IGN+Z#5J1()X<";E3H89'=BL)25J,8AK);L9G[%A M/HS#H'4WU ==$@I0@O]D>V&G<7H"DPBYI)6H0_"*)PYS0"CI: "+D,VS1^U5 M"S[%(W[5]7'1OZ#K[0#*W$<*C@S:(7G-]95V3%*X>=4\A3;/S-5SFU"Z7MJH M6)R-?0^)"M01[OVK#KXSY'!&@3\G,D%D2[O&G)"Z"5PUF=39"6)TDP40T23 M?%$9F]R"4V96%=3%@ MN",EL4 TF(6XU;?Q[(E$BR,(3GMP*-^;0G9GA]$ 9)7IQ= M[=I=>1&/" C;)K5NCZY6"PQR68MKQ$Z.:SA7O\8LY"?.^VCF6F(M4$^9 3,^BAJ3M3:E3Z0Z@D]V99$L."\6]&-11AKU8-TL,,W6TF(QY M%%;F%@9EGO&T#+@N3(*?^^"5$9*$9U$/II($#_ <0F!-\$CTO'9EI55EJH639 M @,E<8F0(O$XFMTU2C73RD0 K.BSL&*+1QV^ -7&YHX'0,+U70UU36@H]/O M1X@LK]@!"29@ K/710\$]1M$\U'O1M2=&6%GG0=:QHM) M"D)S,;-,M;&K)-W/3>D?[4PXW<]VUUMY]MZC4RP*<0\D'?@ ML:S,N\'"%H0BTO6QB6!2!1#:IH,)F3.7>-2LF!P=N/29OZ*D$#(L$47K$:PE M=(B%6U"ZV!S]?!E+TE^HXA>?3O='T]0F_N)(&C/(?Z$3.12FLGD^-JV 99EG M>3F>]@LR,H, ^!&ZZ/9]SH!Q?$'!N@FNY!-8RF2PI0TSGZY;/RZ4GTX_7'O\ MX'G7;S)T!(J8S!&2@9'IO3ASK;844)\/S!KM>(NS)PXJZ// Z"@^-IQU&-<M[L@,">";6. MD3DKT)@6ZR 'F,;]+.H.H7AF"-RYL!;0M1DX+P=AUF%1^'HHJ)=(LRI@]GBN MHPH%N0QD=-#4\Q;@C@!>M1I9QF'6(OL6=";1+:+SW*[Q)'XR!BN%"^'5B-=LM11EYLU;R3S!(:JG3=RON&X.S%?_'GTG%_Z..ZHW/;LOT?^VSR#0GD)XJ.9@X M0R$(T$-E2F_P7IV/.*?8!T]"B58XDOK1;/3K.A-]:J_S?#Q,C-652T* /,E+?11DV'I;T_HM*O+"F88*3+JI!_2=9@C$6P]?R.@L M4 8(E$HPC;#=26[4#N9WBQ+4<"E9 &>E//W@;S2L&?B$HM_R(,O/@\|7_@5Y1>S^V2X"[199+TKB M0X)A-

>M\2|$-0]*UO^11=E6<:16:V14\[--!3LJ#YM/0$?WOO'+?3/ER1#C+FY_+0I MZ^_)BR N:%-:;!U#[\7"]N%*1K(UWY+K.CG;F!N$_]C O2(L9Q[?D!9J&&> M&&0+] ?KCYV=(43L6@)[&L\+4PM@6L^=>&)*@Y4=GI,7B2QR!#W0-C:;#M%\ M V/?TRO,M5XS_2E8M),7A^GO3*O/.PI1RVU=&6T '7-B@HT JFPK 5\:LE-! M(-&\DU_!*[)F=F?CK^VI:V;ZKKL,FJ0\-E)F-(7=D]!!0ZHU%"G'8I:1+')B76P&MA1]#180T(7Q-Z"V?^7WM M[IM:)04 5|-D,JI?2_,\+B:5@60)EMT2&I]L%RL1(LLU!#23SBHXK6I=]PP03N>I0V!>&#/ MR9Q A4;:FE3&Y<.(U#C]P'5 JP2KQ7;Y:3*CW]C"I\#4U1.Q:H$ZHPZ9#$:4 M>H>C!(;R I@.(...!4)*:>HSF;Q]M]WCIY!JZ%'M,&,>D!]#7%X_&.L1;+N/ M(7O%4S)';X?E6CH2.^I;;(C$-2R'X*%H#[QO]!+$779YOK&MK2?%ZQ/CT)$* M=>RH8_&;XR9&B!2%B1\8'FOUD^7_Y8Y(]@W^;RD0*"Y"_8G^;M;(B MUA=95?$LB&#]2TVQ,T*%O!;% NP(VLS^<.\V8RM:XC#:T O?]:+N23T]H2B=W#0,K+,ZMH32UY=H!45U%9EAE]0Q_0A1CD#LW&?<(_,QD';De(S=8R\008%9TWPT *\; MH+[1Q$V68W \)B>EW729V2>>!^* %\RD'Q=DF(%0"\R8'V_(YZV5@;@^]'=FD'6@:TN_"K85C19M/[//!%[7K+GM$/&5_8 MAD+T"4-82 15764R8CR5Z79GS0,A["@Y#XAO@UPSC .X0(.SQBC^KA?12L@- MA5.BZOW9&82]I0$(#HV]%/YH"$*WF%O#)B$0.<>#W(K!SRQ[%^<==Q^F*"M MWLN@W>XHX7>13 N"HU'18-EA:MKLT9H+N4,#%2&:./[@NBW8MR ?Z3@OK YU >DA[K30 $+YJP%SXD&0!&=XS9N_TRGM)D5DAE(K@OI"MS+%WZ4<^L 7@95X/9X[& 9\+)"U"5'5@O^)?PO)OL7>[P/X? M^5]6*AP,N'CWO=B3[+@(DLM8^Q)#0 5@D8&CI[^Y$% 3-F3|SYV4T(\#L>/#A_#>PL>(%MX N>RM(8V9K]B'W)8*X[>"VZRO7"CNK._Y!]G-WP|58J4P0YE(M"((5P!S!TU]W]W/ M[/N=6>NPF$@0PT8$04H\<3_R[VGD+:FP2+31K4(U3 KXSTE;3"EE\,-MXET1M>F3W69GFVZ@EM2$;]PZKK2)]#6"\8$MY/|@>9;!B3C3>1^X13L;N"0^\|/A?O9^5#S I"Y")> M.QMH1LG;++W ;U1"O*U>:<]E5D.DWQ0;S"D*T1>P.=V(\OJ6C_-U&F^:N,Z]4?>=<3T?4\AR9WYKM-06>BW(=&N:(4B>"3N*(F@X9WY69_X<=@1X@"L$-#]M^>7FN0%$?4A(8>=?M]NNW'4%<\X\8P)K;TQF!MU0]D+(]YB)*FH+/K_!VA)]L>|=0_[!=OCYD?+O" MUH64-*1[6#M!KFAJ02UP 5!6I5Q@N! 6*Q9[@-K$DPB%DCLM%UP!F;IFMJ/+N)_|Y,2E>12 MB41BI*<,_MJ!> ;Q=H6V4|?[N^52PDT$>'# (G_1G7>[J+(D&+@9)@@T:.3 MBP74X@&-LHJ4MA8B,&XGG-2B=*'&(GMSVZU4L-@&-"O[,&\BVRY YZ,FMYZ+ MJ:ACHQE*_NZ]JRQ":O]\C"'C'F :==O>2W=GF?^OZ!DD.@?'V/0/D 6N*9C2F"=0B?E-H>GBK(MOI+;RI*NAM5+IF2N]MF[SPH7>*]%(P[-Y8+F;**WQ("L\Z'8Y<'>,&KFK&5 MV$B&P-GLFW")HQF]O8B;7RP?&$NL1*]OSFX^R1J6YXVOHS]/NC^BSI"8@6S2 MB4)-EJKT\YXZXOQ9]=/9F6N/F/0BBB\OWT*U=Y9@B: ![$KFF8N\O,2I_=4MJ8$* 6J-?6\7F/<30HZ K82[U3QG,6(0&WEK?B6%PSHX92)$GL3%DAK*0L;=)M"?]O'8W056AISF>>=-!'+0S][FMJI=VWI&1K>7F_A>QR+6;BL4B<"/VZT%.= M=!*>N68+IL]=UZSO$/1!PV8$__6\)EP'P@'!X@[>T7"L^2]/T0T|H3<<^[BUML#_UH<0_31>WZ1K,CR2TV%W$=+1BSHQ9O>02$!>@'T?^&UM"KM\/\'87T+ * M?HMRN;9;5L0!XY]8.T;20/;3[2CA-]N;WLW2&2'V)L#>%,;[)OD*+#%+QTFMG/V9[]JT!$^'$3&SW/EVKA1?'@O3&#T2C?[L@2\)6-%ZUZ/;3 ^%)ED0AC$,/@(+BC(C@9[H^*VBD9L@;=--K)?25\BNKD8/3O1FED MQ]\ IQW1#4U=!%]@NP-F',+NH#3PMMA^!(9&8627"!"RSR<=R?I=T205[RC"7)AKIGQ8O(_+Z*LQ MUOBCKF!M61>H#AZ\L,:5PQ[]Z&BCZ^]=O"|PF>X;^4K]#N[+1/$6 FDAM0 MO@>,<=TUT:0$^[%7+*R"LU%FJPYV75 '[RD[3BT]5@I1WAYYD_NY[5EED#==PQ"_1<3.*4(4/2<+$47P5YBXQJ#&D*Y(V29U+J&B M8$@A,.KA7&#"#*L-2QK|MVH,P>/19M&,$XBY]#/I@\D.@C\|6JTU7]\;62 KE,?4' T#I_BF(P=/OOKZ/<3 ^%)ED!U9E7@%*B MT'7:DU;$.]R87. <"E2E>$IX(I4M%-7X6L0RD(MJ&!"FHSF((='[?!,!DXAC'|P2:Q';U*S,SGQ50V#EPB^VQ#*L,# KCH(C3J6 MHHI,$J1_.&FFD+TY(O6"O> 0H%(UD)I2N5XD<-$ M?'UX,N,K,+X%6!.HO3POF?!I.'.!B:3X&(7I^3+^!TV)8I3ZH:NPEW8.M;4 Z MAU^W/E>]H1WH\('7X&)3776^3DA>G]I.=+4[*<[_>HT)FTZ62N*EDR; \I/E M#_=]F,29B3M< ,P]5M$=X8/HKL 1,_@ 2&[OO^#128);BFZ&3C=/,N1SP[LM M11N%MJ9#\ID?B)XV! M>><3EAE"|QO2$CJ.)H:^Q9\1?R8\,]"1CQH1>R/OISX0_%EM+XSW$1(PXUCC5 M\INZ0O2.:^C:<=/|A:$EE^#1:W*5H;BBG66'W>RE*(F=!!QE!7M&%9<6012H MMMJPX%]>_U6X?,:/>2\EGRT+/_U,RL)_<%0F#4:X?.'OLGKC)2MK&4P@U@6(M?F-ZN%%!,',L939ECR^UAC^$9G0 M==PFVEVT?G#(2I(G8O]IT3Q,;6S2+?(5"%(;:WS75QK>G->"^D)I//V,G'& MB,.3DC6@SCH 19>R_QN@E7 R1SDG62#2*&AP!C00?&ZHUS9,S_V0AZB'G&]2 M!:?"9!$FQW1$AQSX%XV"DF71DGY-B8_T(*7%K.QOG%BBXH7 MZO&4(038^G-X56]A),*;T8H(+9(1@9:2D__GRIH$MB,0*Z7!O,.N!>1-S%U"[XP][-Q[DV;0@> MC'?C1[5!EOC4M;G=PWASS#4,!A*P6_(TY6G#M,(*R]B,>D1+MF[8;O[]@1O MNJ!$C_D<5,-0X]4T^DS-"(NWM!TC(F!](8*GZIJF1($M-&]8B3T3I'&IDH:X M!HF>Q?*;!$*IS"W9L4WN2O39/#U3Z5LP0.GK)'0SUBE1'L/Y([]!#)3;_ 39!5#$>[%^5SY+37U#O;T_+4U9HX;5[MYJI38HW28D@DMXA(;=15F%WC 3:>=+ESMG9$Y44@?6=F-(AI&*XD")S)GO(? M7""G)2K6,"(Z'%@=/KC3PTWV)VEP)M-P^8;-X.4R@R)FL5NO!T<;U-*\@M"I MTJY=/$|YU1TR@)KT7D>--7["X Y(I$EU#?\!#@.M52A/-=Y8'2[^ MZJ_2*9"?WTQ>RHP_%V)92$">V.N+T>@&@+20';#Q$D3\T]IE;]_>9'Q(1_ M95\1==;X M4]?_KT#5K'^^AL1TDK2.!3$#$]"=FI^K$GV7SP9UAU\^(183B!;U.6)9W29 MQ2OD(8-4UD2UR^.O_GZ;_3SRPUI'HL_^_S9JO/Q9PMK_S?.C]9J(0\[J-61 M2>O)S.G^.UGAPLH#7_]W>+!T7%!WC3EZB#L=KQ55^?+%Z=O/GEQ*.8X\U\Z/078),7HZ,)#7FBQ1W)_4CMR,6:XI\J*:U/; MOCNKE[7MC.(FI#JE'?5G8BM82-)I(P$>9C[#?[#L41U!/\ M!1J"-$-I5.$J<5?3]NY7XV;8$539]JR=N:82&(,4'@S&NV6AB!1QN$17TC> M.W"VZ4N@)! 13:!KAU0VY*.A*&/\4]IE018F'ASD/JI/NW+#:;\,G1V):^(G#&(R W|CPITO%8B|@7^ZD,RS. MLV0TZHJ 6(2IW_FL:F$EDH*38,EZG%-L=0$A(;TR<0FB;O"&RHQH=3#F5^P$[']WE M*/3GKDU=(UC!<+065"K M>CCM^E.EH?^|HB?%(HY 7ALX\A(?K"|F ,PR*).UX^K6_!T|" M_R_O::W"?-,2CIN\@;PU3_D)RSOVAZCXD&+YE:VYZDL= S:B]SBQ\<> L1+?"/ M=)>3REL(I'&B_=+4,.+[P;_N*]LYRK;WWR2E>TKM]I"63F.-<5;T0;56!#M9:HEC$>@[SZW]E]"V(!I.TD_G*#>%L!98,]1SC*S&8.F$_UQQLQ*HY)$R<*2 M$?]BD7<.AR@^%+L6.*GM8RD[/NWP#@N@W.%M(W;9^$<3)7ASE0 WMQ=! MIY-"&Y%1HD%[$UQ*RA;:M;P7CH]U+[@J2LY@O$%B :(Y') 0)#@HA!6B6V=I MXG;S-\;@'MW1.,P*P5N.I85<2ABLB1.;'D-[:2]S_M ABC&BDS]I4495+0'U\Z5CR& M?N]J$M-J/KN82H&%U-^$09D]P4B-8ND*>Q_TV7>Z#N?N*G)4E&L++|4ORDPM M:02EY#]I#/T8'Y.&.'0-'4/4L.EX%@$P2?@[Y6'^!CK[V XDC/:GV"50D^FP M[W*=!'XWW4T,GC;)-LF/3JSXX,'|:Y5IU/3OGH4I/H(Y:PXRT9/WPF4BHL> UN MW-/O%7Y[7D/W57BD\4O8>$KQ:&&\!>/5BQLRB]EZ=L2E#O*+%]^A"Q/PLQL MXQ-1.G,?$?)RW+Y#L\H.KTD&0R#%D^.K?O(\[%[@"1V]+0;YRJ3B0(*$O#$ MPHH>PQQURF (^|2BXT)3Y9+2L2-,(5:4 '<6C1HZ/QP=YP9MIW!W/$,$'*T#E>J0>%>9W@NFSAF\0<,X(]:ILR,%&\S*P\#&<Y@@_#%%ZRZX M1''/]8K=>!M&@ ,PQ&?0F0R-6-ZHN=Z@ ,QVH'8]Z$\8SA;K1D0]*'V*Z<&FMX6QD(F44;!]9K)!*P[I(]8$6!Y+!H:&3$DH2_;D(]:+\ (\X=KI&K>5&_!]W M[LA]%MLHI436CU=T$ME*^%]\NZ?2,BK6AC88JB!T/C=[BP_I[!*6IF7A'C\C?0/BI;5B:S$,@M;+6QH1T7YA95J"K<.#8NDKBS)/@2D0> ^P0 0_V3W5IA:07V"/13@PJ0PD:IV MB=V*H"=A0_MOHMQ@"Y EJ0N8G(V_[64-+$#.[ ]:F;RG47-A-;^*|0PA#^30*K+,:^3<0TH\6EB&W\?;D%,Z_*M8$O8\8+I(I@H" ,W"'"/ 9O;B,@? M4T+"*'3,&G=:#Y0IMXF9#I(<1I8;\##=@"T<]/*%38)H/026<:&D-?[47*5 MS[H#-2-XW1^L(!>+7?WX-V; C<2UUMT*^8HZ;=|!K\0A\PXC/G:0,X)A%%<> M2D1=>WH \(E*3$_H8XC=HF N#$]WJ?V>59'&;&7P;CDCZACG\HOGEUA9S.&2"0IXNDFT>6[[9M53$H;9SXB1)$:O4IOQ:QNF*&W?2Y10B4;ERE<:2L=M&0>7U_TD RE64=8ZK MW6P'KK-.EY,/0AWHMU'K6)X(/!Q=WR*S,D>1LQ0C!2L MEK.N=J+4.TY%X]/"3/H1*/O\PA4%'@I!>_1(]'V)ZF2PMD5V>3|-6?0!G[\ MQQ#?WI!.?,XUS"=:'GV<-\[9%EA& 8&KCS;ZV-#(8AS<4I*/!@9H5U1_05PZ, MBN12&[J?R1F2<%.BBXN7(DPMZ!$!%9 ME^I3"E9?Q\-%F9L5V6HPKK'-9RRLH*(Q1)N4#:E G\/T:^9=P70TJ'\IW!" M5O4I^L.AV@S?^%*/!B"_S=YQ"FG9:]+1'*)!IY*%"Z1'#0_ 4(N+'(V0LA)' MAM_*AO,HDY!]>LDV*R6D86I-4JPNUDUKNS]XR ?KI8I59&9+WTY"7R+7M@/2X1C.@GH'C@,&CFFG>$X5VM1V4YY,.',JGV,<#5*H? MCA4S;K= ITSKKC.(3$/S(_920_I79-&J6>, M@WY@U/N8HDZWW,C^"]V!C3,GB_C))C[BQ3N/$!Y"LG^)C3011B+3,,K\6UEDGW M\>4/K+VH5EZ,[PH4C'*F3L;FU.4@!C0E\=O'5NBYOM^#]=RV$"U3.IJL0FW&Q,MAJPO8FG)-)7@GZ*FIF802EHX@71192'5"!>=GMG MXJR[5'3>A_ ^TV;I&:0)G'3X:2QC"V (6"U?O2&=#$Z20]3/ITP9377Z7GQ7WM.G%SU.&#QRDA/Q>;W;F40FPH!69=_O#[C7>KC03;K,I;+)D)12\5|O;.V M?T/P\FO:K@1R>_CT@9B3%^08-(M?F"3D&:1\'7_S](EM[22"8BVLP_9 6/1I MA\9NP8V?03*%-6RX"]3J8|O U D(QB224)=A)_OCHW\09_9/?>^A2?HEP=^ \ M\|8^TF1!?Q480'OG#] S4HEGN-%+'E2AI)%$ M!*^AJ"!],>4.*Q:CL!'[8:=W)3+|,FB5&9K EN^ M@_$V%"U2*Y\XT6VG*S,+!KCO<7,>[4Z|B3?4^(@2MX,O! @4XQK ? M=@Y91<%I;XB^)FK9],7L"78B?EX.6[QE%;/OOOD/7:=. WM|EA:I#W%Z@;YMSK%87[G9C4(X=QLDM%*>0\6[FI6S'"Z P(^-VAQ\WW?O]#0 MEH22!A&$IP8GV#^D S@G'=(P&K0+-+A4BM8=*%JS1T(V!\XXS,>FT M2P]!3'9LLNSUIQ1G%UOR#&O?*GKCR"&KS/5=F(4UF&@^] E@6)H>$6BV#X];&#;K;X6#4*%,"3X;-0F6O".*L4;S^2]K, MJ05L!@DI4A%(4'V:,J=,2__O$96/ /=S[89"NM-VIU8!';AAJ)2!%C MI<|//W(^^[+BADG]/HLZ;TLW$"WH8_ M3LDCS@H0QZQ6|C#!C<.EA:B#ZR)6LN&?^C_#0F]@02E,_>=RJ,1_8/XLG6"1M1$3N"ER99NTRK79WR;E[_0/|OI^2_YAC_&8&N!ZB7;.6O1HRS)(= M_IU&F#8@T&K<_ 4 DZ&I5%=2&BE=*X%%&VUSMIU@/,VX# 1:7>!/.%$P&M MX,W>ECWN]5(G#C8Z>;GG06!-%Z_SA']^YV?RP"'\VE9AO3@H1+Q@C,QUA7F M_9/*X!KLO]*[S-D9%B&B%3'K@MX8D](5)%G-4#LJC<=_IX[+RSS*.]U?EQL_M,VI7C0X$[BB.N_;]M0O!-&_8-":#0:T"3 %,$2YD9B<|UL"6SKQS_G#)15@1%#IO\07;LTBY2DQ+%_M9H0])4J-D:;T3Q$=<3-Q>NX\C63V\MUY!HL/Y[=_3C@\M:-*@S3L;XACM)LE MRF__\?EBG>"8_'K^^.UB=DK&-]'I'(78 7PFFFUIP\5TGL]W]N< W+5>8.L MZ>LT:W'#1/9MLWIOB#)A6P;9]&Q<B+)N8*-$-[2IF#U)<|MH|T="7?!8U!DU MHX^;K8'G&9,A&#*U-2'S64$?+F9??41:5V5LBFS7T!^LJF=KB2C>;L>+=]#WW00"6DH_%,DJ/XG5_":GX9G$"I M6;^),V[<7Z3C@^EL>$)]MUXCRN4MP41EVY7+;N1N,]@7PA^QK(T7+)'8](A@M9]A9C:5NTP.@G1LBY1'U7VM>#"(L/\A5#=MOZO>M4@8R-(F[H>+U^8DL_.& ME]7W&ZGU@C> P-MNLMXXHT>0'GE")7(7:&/OD %A=1NF_.6LB>/D|M3 058- MSSXSD*I[1$U0?HR,5$MP89%*ZX;-&UH+A.?>YSJGWU /%B;!C9==R%44?X) M@TO..KNT$&"D=A+D\D$I ")RZ:MLDY4A$1FQI'_W AW7*/ZTI?8'X# MT'F?#,:9/\XP$C;S!3#"AZIP@94%K#((RBM:A>0.(_%1Z)^530D)^,I2"@> M%XL'1P|>*D?;ZW-GI%?]*=`O/0(2C2+\:RKD-]_M'A_.GQ\%#ZDMD-61KOZ'O)R =-A.|CBK5VW+@>_(ZUL&UOHHZS$HFR|ITV M_V/BSL0O=!S%]1&W-UB86RBHM*<'C5OOOGUXC6#IX/CI1UZK>)P[^>YC[^7% M0P/+ =Y;64]"L[7 #QG49PALL:\?T\[-_H K2X&<*%4Y-_=3](@'FS!C>MAF MV4T<2&_1F^T:OQ_)/P[3A#&XO\L!\V0%!GG%@5*ZUGH^?O#]7/1XT]!^=#_1 M'VZBV3-EEGB"&E43$2FK_:BP]>#OVU(+<%[Y-7* .S^D.8T!B91$ZZ65C0&I M!TW782AZ.OH #?F]&6*&;K36'\,&=14 DZ&I5%=2&BE=*X%%&VUSMIU@/,VX# 1:7>!/.%$P&M MX,W>ECWN]5(G#C8Z>;GG06!-%Z_SA']^YV?RP"'\VE9AO3@H1+Q@C,QUA7F M_9/*X!KLO]*[S-D9%B&B%3'K@MX8D](5)%G-4#LJC<=_IX[+RSS*.]U?EQL_M,VI7C0X$[BB.N_;]M0O!-&_8-":#0:T"3 %,$2YD9B<|UL"6SKQS_G#)15@1%#IO\07;LTBY2DQ+%_M9H0])4J-D:;T3Q$=<3-Q>NX\C63V\MUY!HL/Y[=_3C@\M:-*@S3L;XACM)LE MRF__\?7$!8U!DU MHX^;K8'G&9,A&#*U-2'S64$?+F9??41:5V5LBFS7T!^LJF=KB2C>;L>+=]#WW00"6DH_%,DJ/XG5_":GX9G$"I M6;^),V[<7Z3C@^EL>$)]MUXCRN4MP41EVY7+;N1N,]@7PA^QK(T7+)'8](A@M9]A9C:5NTP.@G1LBY1'U7VM>#"(L/\A5#=MOZO>M4@8R-(F[H>+U^8DL_.& ME]7W&ZGU@C> P-MNLMXXHT>0'GE")7(7:&/OD %A=1NF_.6LB>/D|M3 058- MSSXSD*I[1$U0?HR,5$MP89%*ZX;-&UH+A.?>YSJGWU /%B;!C9==R%44?X) M@TO..KNT$&"D=A+D\D$I ")RZ:MLDY4A$1FQI'_W AW7*/ZTI?8'X# MT'F?#,:9/\XP$C;S!3#"AZIP@94%K#((RBM:A>0.(_%1Z)^530D)^,I2"@> M%XL'1P|>*D?;ZW-GI%?]*=`O/0(2C2+\:RKD-]_M'A_.GQ\%#ZDMD-61KOZ'O)R =-A.|CBK5VW+@>_(ZUL&UOHHZS$HFR|ITV M_V/BSL0O=!S%]1&W-UB86RBHM*<'C5OOOGUXC6#IX/CI1UZK>)P[^>YC[^7% M0P/+ =Y;64]"L[7 #QG49PALL:\?T\[-_H K2X&<*%4Y-_=3](@'FS!C>MAF MV4T<2&_1F^T:OQ_)/P[3A#&XO\L!\V0%!GG%@5*ZUGH^?O#]7/1XT]!^=#_1 M'VZBV3-EEGB"&E43$2FK_:BP]>#OVU(+<%[Y-7* .S^D.8T!B91$ZZ65C0&I M!TW782AZ.OH #?F]&6*&;K36'\,&=14 DZ&I5%=2&BE=*X%%&VUSMIU@/,VX# 1:7>!/.%$P&M MX,W>ECWN]5(G#C8Z>;GG06!-%Z_SA']^YV?RP"'\VE9AO3@H1+Q@C,QUA7F M_9/*X!KLO]*[S-D9%B&B%3'K@MX8D](5)%G-4#LJC<=_IX[+RSS*.]U?EQL_M,VI7C0X$[BB.N_;]M0O!-&_8-":#0:T"3 %,$2YD9B<|UL"6SKQS_G#)15@1%#IO\07;LTBY2DQ+%_M9H0])4J-D:;T3Q$=<3-Q>NX\C63V\MUY!HL/Y[=_3C@\M:-*@S3L;XACM)LE MRF__\?EBG>"8_'K^^.UB=DK&-]'I'(78 7PFFFUIP\5TGL]W]N< W+5>8.L MZ>LT:W'#1/9MLWIOB#)A6P;9]&Q<B+)N8*-$-[2IF#U)<|MH|T="7?!8U!DU MHX^;K8'G&9,A&#*U-2'S64$?+F9??41:5V5LBFS7T!^LJF=KB2C>;L>+=]#WW00"6DH_%,DJ/XG5_":GX9G$"I M6;^),V[<7Z3C@^EL>$)]MUXCRN4MP41EVY7+;N1N,]@7PA^QK(T7+)'8](A@M9]A9C:5NTP.@G1LBY1'U7VM>#"(L/\A5#=MOZO>M4@8R-(F[H>+U^8DL_.& ME]7W&ZGU@C> P-MNLMXXHT>0'GE")7(7:&/OD %A=1NF_.6LB>/D|M3 058- MSSXSD*I[1$U0?HR,5$MP89%*ZX;-&UH+A.?>YSJGWU /%B;!C9==R%44?X) M@TO..KNT$&"D=A+D\D$I ")RZ:MLDY4A$1FQI'_W AW7*/ZTI?8'X# MT'F?#,:9/\XP$C;S!3#"AZIP@94%K#((RBM:A>0.(_%1Z)^530D)^,I2"@> M%XL'1P|>*D?;ZW-GI%?]*=`O/0(2C2+\:RKD-]_M'A_.GQ\%#ZDMD-61KOZ'O)R =-A.|CBK5VW+@>_(ZUL&UOHHZS$HFR|ITV M_V/BSL0O=!S%]1&W-UB86RBHM*<'C5OOOGUXC6#IX/CI1UZK>)P[^>YC[^7% M0P/+ =Y;64]"L[7 #QG49PALL:\?T\[-_H K2X&<*%4Y-_=3](@'FS!C>MAF MV4T<2&_1F^T:OQ_)/P[3A#&XO\L!\V0%!GG%@5*ZUGH^?O#]7/1XT]!^=#_1 M'VZBV3-EEGB"&E43$2FK_:BP]>#OVU(+<%[Y-7* .S^D.8T!B91$ZZ65C0&I M!TW782AZ.OH #?F]&6*&;K36'\,&=14 DZ&I5%=2&BE=*X%%&VUSMIU@/,VX# 1:7>!/.%$P&M MX,W>ECWN]5(G#C8Z>;GG06!-%Z_SA']^YV?RP"'\VE9AO3@H1+Q@C,QUA7F M_9/*X!KLO]*[S-D9%B&B%3'K@MX8D](5)%G-4#LJC<=_IX[+RSS*.]U?EQL_M,VI7C0X$[BB.N_;]M0O!-&_8-":#0:T"3 %,$2YD9B<|UL"6SKQS_G#)15@1%#IO\07;LTBY2DQ+%_M9H0])4J-D:;T3Q$=<3-Q>NX\C63V\MUY!HL/Y[=_3C@\M:-*@S3L;XACM)LE MRF__\?7$!8U!DU MHX^;K8'G&9,A&#*U-2'S64$?+F9??41:5V5LBFS7T!^LJF=KB2C>;L>+=]#WW00"6DH_%,DJ/XG5_":GX9G$"I M6;^),V[<7Z3C@^EL>$)]MUXCRN4MP41EVY7+;N1N,]@7PA^QK(T7+)'8](A@M9]A9C:5NTP.@G1LBY1'U7VM>#"(L/\A5#=MOZO>M4@8R-(F[H>+U^8DL_.& ME]7W&ZGU@C> P-MNLMXXHT>0'GE")7(7:&/OD %A=1NF_.6LB>/D|M3 058- MSSXSD*I[1$U0?HR,5$MP89%*ZX;-&UH+A.?>YSJGWU /%B;!C9==R%44?X) M@TO..KNT$&"D=A+D\D$I ")RZ:MLDY4A$1FQI'_W AW7*/ZTI?8'X# MT'F?#,:9/\XP$C;S!3#"AZIP@94%K#((RBM:A>0.(_%1Z)^530D)^,I2"@> M%XL'1P|>*D?;ZW-GI%?]*=`O/0(2C2+\:RKD-]_M'A_.GQ\%#ZDMD-61KOZ'O)R =-A.|CBK5VW+@>_(ZUL&UOHHZS$HFR|ITV M_V/BSL0O=!S%]1&W-UB86RBHM*<'C5OOOGUXC6#IX/CI1UZK>)P[^>YC[^7% M0P/+ =Y;64]"L[7 #QG49PALL:\?T\[-_H K2X&<*%4Y-_=3](@'FS!C>MAF MV4T<2&_1F^T:OQ_)/P[3A#&XO\L!\V0%!GG%@5*ZUGH^?O#]7/1XT]!^=#_1 M'VZBV3-EEGB"&E43$2FK_:BP]>#OVU(+<%[Y-7* .S^D.8T!B91$ZZ65C0&I M!TW782AZ.OH #?F]&6*&;K36'\,&=14 DZ&I5%=2&BE=*X%%&VUSMIU@/,VX# 1:7>!/.%$P&M MX,W>ECWN]5(G#C8Z>;GG06!-%Z_SA']^YV?RP"'\VE9AO3@H1+Q@C,QUA7F M_9/*X!KLO]*[S-D9%B&B%3'K@MX8D](5)%G-4#LJC<=_IX[+RSS*.]U?EQL_M,VI7C0X$[BB.N_;]M0O!-&_8-":#0:T"3 %,$2YD9B<|UL"6SKQS_G#)15@1%#IO\07;LTBY2DQ+%_M9H0])4J-D:;T3Q$=<3-Q>NX\C63V\MUY!HL/Y[=_3C@\M:-*@S3L;XACM)LE MRF__\?EBG>"8_'K^^.UB=DK&-]'I'(78 7PFFFUIP\5TGL]W]N< W+5>8.L MZ>LT:W'#1/9MLWIOB#)A6P;9]&Q<B+)N8*-$-[2IF#U)<|MH|T="7?!8U!DU MHX^;K8'G&9,A&#*U-2'S64$?+F9??41:5V5LBFS7T!^LJF=KB2C>;L>+=]#WW00"6DH_%,DJ/XG5_":GX9G$"I M6;^),V[<7Z3C@^EL>$)]MUXCRN4MP41EVY7+;N1N,]@7PA^QK(T7+)'8](A@M9]A9C:5NTP.@G1LBY1'U7VM>#"(L/\A5#=MOZO>M4@8R-(F[H>+U^8DL_.& ME]7W&ZGU@C> P-MNLMXXHT>0'GE")7(7:&/OD %A=1NF_.6LB>/D|M3 058- MSSXSD*I[1$U0?HR,5$MP89%*ZX;-&UH+A.?>YSJGWU /%B;!C9==R%44?X) M@TO..KNT$&"D=A+D\D$I ")RZ:MLDY4A$1FQI'_W AW7*/ZTI?8'X# MT'F?#,:9/\XP$C;S!3#"AZIP@94%K#((RBM:A>0.(_%1Z)^530D)^,I2"@> M%XL'1P|>*D?;ZW-GI%?]*=`O/0(2C2+\:RKD-]_M'A_.GQ\%#ZDMD-61KOZ'O)R =-A.|CBK5VW+@>_(ZUL&UOHH

*%CXAY=:3_VHBW@">+(;R'G!OW7YH&@B8B+\DWE&GQPM MJG(_,R0$'W_]-W-M?X:Z\OI7.%Q\'QA;$('1 /A\P!.#)-*P64#O\ )403NS*

*M!N#NN:FEG*28P,A;3!:.T'8BF22#RHV7(]:U=64/.W+"/>HOMD3JONP$VCO! MLQJB*&V(Q/O276##LRF"Z?.6C/'5J;=*Q*V\H1?0JM0L3KPY;Q:'##W!8O^:$*

MOO(DU8,.+O(">H\'SFQ4II57:;]'V^_8_*L,JIP[@<\(H;]_R|B]>C.T] W. MX<'(Q_&^[?"'C&CR9_WB8P=1D#2]=6=-]AM24].("@?WED-ZQ,==(?S89"^# MD!

^$O2(T.*9>@XMB2,!V[(&%F05)Z3D&-@?9%YIY/GI1##+Z"8UT$DO\"+A@$ MAK@KF86N4OM.8W/ET(+O"S>$!"Z>$^0<_)D(5T//TE(U^T/3U]KPBV M\=MQLZ0U?*

XWLFV04B"6'TU"%H\,.H#HSO&.&W@&D;>UC7UI^8]D+-6H5DS4TN9\@\TP7=X?E/R9SP= M)$#KQEV0'?2CB/1TZ[$)@1HRA":<#XB_&$#7FD8POT)"K\2?441+!SQ^^'@8*

MS&6? ^!VG CV#B]T(=_D4?)4?"(/O'F*OB_+1).TD32^B:4FX|4)3:KC$@DT"7@KL$(Q\E25L MK2U;<.$R:N|_'2*O)Y38._[FX4-++*|4,/%7A13F$%EDD'L2>H9XI|%KH(MC*

*MPDS_G^O>09#IO8 J:YYI .5=(R?.%)-E^"P)XB?$Y<-T2" 04OPNTYNLI+"$ M4DE%_+N2!2WEPY.=8*5%$;I)O&*?KX==8I> MX['QZ6+/6J]4*,ERHB;/<,%D]\[=*

[C|3QT&E)BK)C5X[+/RL5I/\:24^ IY MEP$ 9U6@CJL@L--;"'OH[AS0+^;O(>]QRP^)FS/9V';Z0Q4V+J02L/>]D,+ M(3OJE/('M'E)@ %/;?EBW2I;>P=%L'5YIN-\8F.7KQ-*

G1URPN18=7Z8Q]: M+4+IQ8U(N4;YRU];F) $*!Q1(0%'DU%G8LL3-4-AQQ6\6M5=M*?^QF[^9C=: MV-EU/7MI>M6(DU@CCNQ;#.8]:'3CWC&"J1#QESRTS#VK1!$1-|"

[>E&'K|P&_MU8LN&_)82UQ(4\@/#Z0IE|QSMO>&?_[A|8J0]1.K E0CW@YZB!@JD_40 MZ_&HR|W3YH5^`>(A487TCK9V8:I'8%$7?X@G9)]_^NT9OS\0KF^ X;1',;1V MH;

IRC3FW#V7(E.E.WT+UIHYXUY'8')<%!^V,1>A:T&PI|\1TIM?R/QVY;S02 MB'/D$ZV6)KH:1P]WWV\ CJVP7(!@&H>#*E6G*B%!F.^'UQ37D!\"(*,9)B1 MYPXHWTV5(10.*

*<4G@,.*M+@77VJ!TMMGN-&|3%05Q4GP\2KWD/D8#QD*!)O/. M3I<6I7;HVC=)QMSR^;S4[DUG3|)NYJ7>4:$3BAT K-|YK@L8G35^M=PC M*)MHE:-" XZ[7PI[)A[F&ACV-*

"HYVC]0:O>VL1R>,L"G",:U_I;U":V883 M$M\3_7TXD*OH/Z@\<;>,PJ!D66"-+/"=W> >7H4S+VX=L87/MY/3W%3)31 H0S M[1Z", BGYR&V6D$T,<

*\%1P|\$NA,12^!+IDH*D=@MJCZN2))W@X]9=-/N# M%?875.$GT,=S/ZD?LL19,UZ+8?33>Z#X'ZX'0Y(4+.IBZ#:1X?Q01\O15'_MKCM2,/ZGF|0QO#=ORM8'UV=N]5;84;=*

*(U0J6UD!09BP .7\C"'+"N<$_YDL4'//HD\0'WF_7W>$X0E.*F?796UCT13VCTGXEZ,*XY]IUZ M\:.6NU|2N9LH"2*@¥\QV1H"QF S,>ZP@25%B4S54CH"&ADN.-E"[-^$??E5@*

*M8,.I2FQ|X4 KY=C)0ML*X1"N_|Y MBGHGG*|-9+!0%'P*0|8%^YN5_Z^>%M9T(HF;!H ;A5S((-8!(!7UJT7WNW=AD,.^T?G# MAAW5.*

<89;8=R7Q9A@^=8VTDI@OZM)EH('C+UA9YE>0$Y3^5I.H-PB7@3C@4+ M1%PC],,;@2B5#+N9Y$CMOm_5MQ/[NTOG?+$_TW+-S, MILTY 4YBF2B6MJ F!-

A(KN)BX=CO%DVWPE]P;QL"^G:ZITH &E-YQH2Q3R4+W!I3LKF_5[\#++O9T!F@(<=PC,6 M2&861M@3Z[H:O14!G<%Q=||%]_&G8M64|<9P2RF-YG;L(7&M]MA7>3'%;RM4

*M% (TO*Q8X;)SOR._]C*0=N13<&M;IG':-7ZHISI68]*+BJ=9_RF"%SVHQ&^B<=X!YS] !-6|ROE3^X;Y MLX-M$[':8Z69.K?9-MW>N<&BL4R;M'+-X<6!GDRELL_WA*

<&&%N#TTV92>S? M=F#O7!$D@X/3BBTV0&#B(7:5G|S.5,44TTK"8)Q'4B#K@@$",/;\N+&;@-X M8W\9N&'@_D*N(5C[W:I6%QPYAXBTE'*/*Z8RY<'|^^BM8E5+?*

M+ZSQ.R(9'Z MRXG2!V4'9;J=WS>W7:X/7QJER1@_X]9NF ML^?C];W9C\O7;'SR^=OVY-P!" MA>26%+0)/B 6PP|ZI("|/:0.ME]!90-6%DL)PPB[OX8\ 77#@.3'A!I+|?,*

*MO>OOZZJ:RA/IP9)TL94@%Q\U:Y3A MZ#0EK<$U#?H$(^"F3FL(K*Q-APA&. ^|:\73B[\(X\Z@3^7>5(W6$]>K$2SAOI%7|9#!,NV:RKJ0>+>*

(WD(SF82-"O M@ESPC@8$^#(0M2]+P%(;M:?E*9_]DDP9'"MW2"-3^-+TKRTFXLB=PG&94[L' M-=YU"?_@S4#3H!V10T) 8WPP'AM:;J>]XWP[O Y[/2'W>DZ-.WXT=F:*M*@&*

MNINPVG$EX=1'KVU6$TV<$:I!UKV|V]'!WFCRLNV"67/6^MHX+.C=P1QXAXD: M."Y*[>]F%P":]>KE6N2!@D8A7LRDBS8Z/$G"3:Z_=Y6ZBLEL LR"\(@9 >'^LZ1;"6O]!8

*M*X(!9ZD%G(0@#7R"<(>;/^)=SM3_)52APJOJ9",.DEZ;'.QQF Y"W?//M+T> M&Y9ZQ[C-W)1%O?;"68%# #X%YTW8YZI[";#A$,|;?4E0!_,O:9'> ;U #HG\%.8G]W.O/7&@$2-*

6^EIP>.B@*#MY%/,V_R_MG.4E0\U#?H$0B M6?#4N$($SH[XF9.'#-.'X\CD"[@&*|?GF1"=0-WYJ31 M7;]3#V$T-4Q'+/ M]2# _2*CZ|\.1(?0;5(W6$]>K$2SAOI%7|9#!,NV:RKJ0>+>?C?*

<|$+/(YF6VSB7 MU,<7?_ 0[Y/X[W//'T\?GUB)2:IW/KQ8L[^&9#R-*RD|2>YRLPEZL99!IUTD M R)$YW%HP(G!I7$2P0IALRBFGT,.C[$]T$O;0\,ALY)KD)7+<=!)3>ND#/,M M]V?

J@^RRS]B#=/5_0OF0B6&(TP).HMQ O*?[A(!ZA "*7-_S]+61M>GT%0H M=(KB-0" TN^83V7PVP6.TH&-ZG.D"""ZAX| \Q+G M8P.9#3ZLR@H6OK-=HM+6_K?#UX*

MLUS;_3PAVA8[[$?V;JIZ0/SF#K9)"9.GK0Y%:K4I%2SZY&#.O(L)3^6JYRM MN\E6=;N^[RYL:I;",O1*P#U)5/.@_OX=/"[GF43>$VKZ?C;U M'+R<, .W5;E#-P2_N$0^,3\@|/:

()9JC7OJ:H=1Z4U%E@FM?C8'Z5T#129 M^[C(/#F,S%[4HD_/\4#]YW)$QH3<=PRFLZ FBSWE1RHJ(V+G-)\B,P7I:#JGKEL M.1!+Z,:DH33-9VXN*=)L.O![3M'EWB;OK[\V?*

&_)02$/M(DW3DB6"]9G0WQ5 M8SHKHL?;F-RTMRJ[(0A(Q][(=H6C! M:CC'=@%&/[20",Y=EM+,B9+0#H]GKMECY>V5R:-F(=']-%W_D<7#IM?YJ2U MBG@?82L@4:\F^|*

*\KUE^-.B0"M]X9>'BN>][*U),&!9D:G[? SRYX@$^*4L7 MCFAI&Y8!83:^RVW!A=*PVIW%&<:0Y6.9*20#'1O'R3LF(]]+DHS9AM-N9(N" MB7.QI?*2^;-*

(;473>=|VBOY^Q[&W(+LS)1N'-FC_33CH_-./^L5MFZ7]=QM MZTR:<<>2HB21Z3?W1?%L4?S)?5'\CW$3;4|?K33B((*E'*H^1IOUO&S&|\;D M=\NM8N\)$ ^L&,C"H;V <-*

*N+'!3P5%1JZ"Q_' Y>65EICJ?64:)ZP#<%$SI MC=VH:S*RDR1N]$90A*+*/U;?$M_5G()4_D,.BAA[=Y4KX0|)>5Z*1E<57W MJW$#EGW%V+N$-(-N/'/PM'KPP).Q!W?=*

;.1WR0@VYLP\|>'"'$@$YXN-%)G M9QM1;JS8RI[ZCJ.423-Y.;6%@;>X=9V8+4]0JA,-[-5^G/%QD@1&(.R,%%R+) M3?%UV1L.YHY5=$MX>#PZB%$00?D7T!)P7OK(

\BVM0%OVFIP&?TV "5O(!7D M0]%6>$=WH!1;G0JTP[WS9R2SM/A';[E|V]#E;),S.N8QDC"FP?8Q24^> NUY ML"T($FGWFF7P_ 'EC9A0I:C+?A4V?UQE52:"3:$:K#@:_H#Q4P?

9#,VHVO_9B6>X-B3&N;V&E MCY))CK-A 'BOZ0#ZEDTEP&8#R=_ ='U(V@1%0\",KS@MR?M_VZ$P.8"SDT/@

*M^]=Q;R&&5TP{,KTJ_TOXKP*P1GF,.7T5$"B9M+,&4**KIL1IB58_5FCKR# M@MEB1V3ID1]?E(K]P3:1D#W;!IVZ=!G5@I\Q/:A)0CJ4EN@40I842RZ_*TX1SO.DJB-39*

*MK<.S5>).)!''+;JRTFKV429AX@?\1C//ZXFGGSL@1)WBLD.)F<., H>8KC& M2!@($ESB.)AGBZ3M-Y"3,R<">UG8+*JGA96E*X/+P*?/[^=%_ZSS!5] ,OF"*

*MC.'XH",:3P1(*S^T=BZ>4P'P3AG!FW<#A)XE"M52E4K3O ;6[6T7M>34_?E" M)B0GU*?/IUYMZ%@.J4$N*W,5#9T6NA,W9@UO_?D%8L=ZD9EB["=T4D'VP3L.*

*M*T*S4$MBXQ|90A%%XP/NL&X!R\[E7@U$KC^!&(^+N@F68EQ9<5BU<^5&&YO M8L/E(RVMRIV[IMMND-F$IG:1N M0:|-C0D(+*

QN$(V@L:+L.8+)!!S1IR5+DZ\"Q&VA9Z#;B]Q7UBB;GK87B(_M0O1^ZPCC.[Y6Q;S'9W^]$&OV<,X2 @_WT(]<^HNLH"MU=X;5 M((PW9 EQ%@BE%:EZ("P-"?*

*#XO_!V8S\O_ZEYVE[#Q>OL8_ANB/&(US50S]N MR0N*P0VAX8"C5^HWP+>E:0V0:07L9I;_.CRP^HG"N'4-Q<72 X-),$]MX;Z" M_X8R!TL@]9YB6D<6&RA^CL@;::8E/*U05IC]-*

58,^9S_FTR9ACKO%A0-)] M!*F#+]"5$.NCS+IB9L #!BPDOB5>7)=H,6MP:7*>W62V$7\O&4*:=>I@IG? M>P#R\A,U['$NJM,I@=<[|;L+OSQ@%BB5"|I3F=.1ST5HB=)E2.OYT*

0^)@6'5'3R/3RD<<'NP<.<^7/ WZ%'8DO(@Q$U M'\V2'M'X*04L^$M,0-?4FT>K%9_U ZF703CJF+Z|H5Y"U_K@)>;"?#P M>'DB"R3T@MIQ

*DFL=T0#Z#]_79:OI:0:.$1VH8PC>+@(+#C#6;_#!A|*_@O*)0%YJ'_" D>!Y7%F6R4SC-P]7 MA("2)O)IN5V%\LCX:[!1.ZC)4 G#]W-2NPQ^5NLNS(*0,\ZO&PC]*;=)TT6+*

MRY!D8D]I[T>N"G)#6'DZGESAM;TO!Y/PE_#?EU MAAG6,CI<3' ,\27:'SNKX?%Q'D]1M@7/?K]T5XZ9O%D 7'(J9V#CPSS@Y%L, ML1X1^C0%&W*

*^D/FW/=$6(G/C=4#8(KMJXT|B9I# . M!/??UZ8X!9L2URBCS>A-D^SVW|LE$-!Z%Z&4))767*BUE8CJ8 M"!2 V*P:Z&0#1Z(^GRL61(>*<-*

*D:A:CWTRL>%TCK'HY8,L+*7OQ*1/UZZWZ ML+(T'QONOL-\C00H M2XM%>PF\Q_EH M6(^YDD+'$", 4SDV?*

TWVH'+H|\X?:6WKVB[JIUF!Z_^E]VT$$(:01/90*H'\ZMV3B^$@JP@PZ M>'!T_(VDXH^*Q:O _#_^>]_]N!C.0'EXO?;7OW"8]PQU=DQV7NH'H7_35ZXW M-0V!8>,QQ]\DD%;2I?

*>6FWR7C6%'4:7&I0#DPZ>A: CN?/1-YKQ@*_%YGJ4 MH3"C62S.0$E*XCPNINFB4S8=>+:"7QT""W^. 6[KZBQ54^)(X7"&^>V\K_^*

M;/RAOE^Z_L";S!)K^F4/O^S[SK\X>](EI8Z];]AX>^>V_OC MK= _A/>3YVE M>)VK>^/:'LF]GXS;6CQ2S1 -?:=; 58VDS_':2_@M,79R$:[U+NSO:Q!>57*

MWD)#'088ONDL)GD_/Y:L2#-3H[&5I :7\&F|U\I!.GR7GGNIM5IOY7&'NN MUIM6"NN8W8G4NS%QTZ%<89*#4&L53ZXQ7GJ@)5,@$274PRHU:0$@R&/$$ C* MZ%?,*

(P@?:AL3MVCI:/'Y5/'KN'7Z^>/"W7 M(N'1T>/_/?IZP1P5Q\S#_P"%N9C!T?C+.UHD0(,1N=3/LY &'%W3Y:/CXX M7OO[_>[;MFM_'OU)Y(T,

[&C_L+^XM7^L@^.G7RS:/O _O?/U;V?N\ MZ3?M[K]W>7]CVR1O=,[?8-H0BST^9]"H(09]G__*KK]?USU[Z2%|=)GQ?Q[*

M_%]W??,&R+U>KM_T%3R^_^KW/EI_JP_YY.@+'XVORBTP3_:CNZ[\||>OY.LS MYNT5R_7)-W: :%1PE?H-_8-W9,+ ''_Q'X"57QP_)IA\.BW%:IC3BI;ZV7\4

*M:N*MVG_YL^O$F_X!+,I(N<4;::)]WCHO7-.(O\"_L&H^FR_[VXWV.>XKO1Q M'H$:,"WY_LM#+A;4[.IX[9=@[$6'%!TV^_JHI6V6I%(9F3&%4W-'''''%),2?@A_M0#-^#LF3-*

*62EX*0VM__3ZDMQ=\47-2)CN'"%]C+ ^:HR3R3R9:"(,DH]3M;YQ M"P_'0_^<&W2\!U73P]/*[XMT,K[V^]8'S?7&FYP_?W$T70>OM:1_Z K_/%PML!V*)'8;(>?_$?*

WO1(/'Q_)5,GS_<>UX 8O3 A M8[MXN=IU@"4]?D0;2EDSN/0 71 -"6'1M2&_-W1-19@)^,/-M\,//[!8U.5_Q M|G[B-QXW!O$&?SS=#^CB.72M@/(*7>HA;7))K?=-G)IG?*

ZA3|^30+VWD5[Q; MA>UK|=RNZX9R;#YJI'=<^.@&8K-.21JIK1G6'H^#=^|J\Z0NP:B;?]#R&W7 M+;$[K1T2H-V#4;)@E*?S8)0;;(^GQU_<.0B+'[+5@?|\V,EOAW'CK[|_@X$LM/_[/7UY_^+-XL7//_SX/_+X.PS0=,!A:[!'7P9P>_([XN_3F,^N$1C?RN]_]7R9WYSX?^3UIE/C\?^C@ M2??9/1X?'-_S\|9^_2=03QX?/GPVQUJ^.CAPT=+]W45SCR-/I^@F$9

M_/F+AU^$?86<$-[^V+Y;',<6!&@BTCFFZ?U8ZQB7#MMHW(4_8UN[L5===5K M'<%+\?#1@F(#_GZK$'PQP_ "WL4^S/X%$F#*<7UW#NVT8!< ML=*

*[9YH$;X]\8 ,RZ6LBSWW Y^(M\K/,5A^+AX?'[F_OW/Q"7^;+K]7L>#7HD M'|*P&LJWV% 'W_)/4F:/978(O_N#'FMQUD/ TOL*

M[/#!Q^7@UE9O/9!/,43/G;X^(*CQ|"T'C\]4U,SBU_<__&?]B!>F\X?I_A MJ-_!?U6W^O.5!H3^\\$C^. ^CK]_JWN[*\C%'4#QUV<'2)!?D>I>;05'R^(U,L M/O,! $APU6T_\U'8N<]\ .*

*4_,R'8/%?8PN-])@X_LS'XM%G_OX?Q(-^[^[3 M!_64CJ53?GKPW\3IDWR2,JGDQ'Z$.[R1QZ#XZ.0BK^'NSX!*M:K5_RTF "A_MUL'#PTPR=ED.CIS:?*

*[GUB_3>QQ>3A7;F:Q_L^YWSO^[=|=&Q-%>)EW[KK>Y5 MKY),T PM:YNOW]UU:O=_D#AJC?XH;[S&\"=B]@*U0Z$$7V%?2EW()"[OFO< M'F^%745'# ^ZMR*=E1>XK7'?*

*2BCRXTHH\UZ;]>RMR*S;;IVM%'AP>_]||.W(' MS?IC7Q M<>OABYI?_\'VY..|[_|_M/BQR>=5YP:DP $J MVK*7AOT?@$EEHH$?H&\;3AN@XD)>!CU> 'WV96GU$7D-*

DM75:SF]]> IUO@ M \G]#C^;>?ADCV?84^?_>6SF4B[C-^4[Y 6O!|CR-SD3[?7]S.W*76C?3;# M\DFO[V M5U?Z6]^-O:S&+E5F$A\11#<"TF7X<5 6@LDF?6 W[!B,A,&-=B?])Z?*

J+[M|#7&FR36(L.8-"'"P-\K|B/^0R/Q(;XH-5+05O>XWWRR(V-L65;/' +=G93 M 0@ Z@DKG!I8X@2^[%-QI:(Q+5?>>IZY21?W6NO$.Y<%I2V1.4I.O9Y*

M@T)XQ#,/Z,\RICD"YD&5!3"SI'!DI4!3M6$-[Q&$GGX$8C>>B2=N)TM" M5"B6!?8"*4=;)14/&Q4C*GC*B"&0Z2FP^>7WNQM.I@F\(L *DX0+_T?8Q0H MO%,H0[T?*

$@V*&RGAIHD? S4GXZJ;0D29RL_#V\F EO:/*B%"5Y>?T"FOIP_<&%)?L';TFA0^:; M1C+W3[<5O>,%S8%[]BYXW?&ZX_GL>$&BROEU MC!RMQ>5MV4UN12^[\8O-

^3#Y8%XV?WK]Z]>XO MEO7KS:B/.LP.YL27Z)83+(F#'JF\1_*>H%\8_T8?,!IZ6+J.SRWKO1:[98LE MI|-[B4Z.3\]B9O%=?N6ZY_C4F3H6(:TSZ^S4N; N[.,+Z]QMG;TEEV<7EY?N

MC[.K]XOIU /6V;%E3UW'.L/$MO"EDF]!<2YQ[.A=(=*]V7Q\]#QZ/#UB?=L_3YN-7_]W!_KIHVHK4?]:ONMGZ;.;#9OOE>/WYZVXI: 0PN0]2\UD M;B0FE205+-;KR$WQSF>'2$R]4BR5

*S+RM<-.*GH=H=>)MZ+5VAWF'..44X&^ M2GA&%E/9F6D=]J,9EK,2%SBWWPP_FG, CS-UHI;ZHD;$OCLLL1)?=3,6SKA$ MFF%8;[..E-/F/H@!$\X A^Z0M(Y M,'ST*

Z;\9^P%2CBM8WROX"3A\X2R"@%V>$;; O:B\A;U5L2N^H)T9WY$Z^X@ MW1\M' 9(?USU"4&GD.X5 &7]U5VSH&^;2=C+@,B+++CNX5C-(-CIC&$>@9^^ M,/>/">P=E!L#-

%4;]QB@"9O0VBBX\Q)@=>OK1=F MG^&IF%>UWNF)6!K,R&J!V%|<#_[HS#7\]OL+U[A)ATSE/F@U@AMI3I5N331O M+7M7;4'K" ,YY*BAL:3^3.6O0;A032?=8H-#P-*

AS@'R7#<8X2I64\519!N* MC,O-X<5VU %D3:,N]SQGI;@QHAB93Y6A"P^'UI*L[&W/]=@<2Y;K=WI +K0@ MOM#V=I_@(YDN5S]09.V07BX6(I?&E2!*

*[3_"#&.XI(K7N9NXFW,$-L[2U]&D M>2BR#TV7B5]R*H&UC2@V\B7X,EB'6JK-9CY44PLC8(^15EFG*:PN4R7FDF&5*

*MM,0<8R_Q$W.Y2W92$LG(=:I:6\!UO:.2Q%'W"CQE2!DY215/D^2?:^G[S!.U MZRD03EG8:GG4H5Z@<%%JFI=:)=e)=|:;VHL?(;ZK@6G3$9W.*U1;HE6!D@Y8%F>2I MH)*

<(V69NJ'(;-9EASUMJQZE);$SL:&^1^V1[@4,$L5$LO'6\)0%%N*UJ:BV%8$QJ$M2 |!]JOEJ3!AQ\[?F2]#[*:,7:C@X@W3$_RH?\ M63B*H@8-A*=*"[UU?-*

USLP05X>RTL':H"^=3SX&CG=4/R %Z "2\'OU-*7,F M^@V53L"CM\6$]Z;8@ST =8-,J6P@$2A;] R@S4?.@L5U(VQ(55K70.%K+L,K M<^8K_OFRI^X ^/I]N"F7Z%7]B#A$77?*

TF%;3%>$V%63@?B+.C(@1\:#2-&'9 MA;1<)^T#NHK;*CA(:&M*N*?M_!;$OVA@;)$1=55@X$;[WF- ML4?$QILG M=$%H>>@!H]AS39T2]%5]LN@-BF=YL.R&?*@#I*

*WOP=XX@PRUFL]D/B4\+Q** M9?8>]JL_-G+EL#FF]DU0T^W\.M>]A0GU6-GX+Y5)>0/%0JLT.O$Q!%UYMB*

*M1DN)/A^QK0K,%EAZOGLGSP^JD^OTN*_^YI'*>Y;D<0A#.B.TO:@*I]|_"@" M*HN|D|O\(.A9NSA<-\/=<*^_8BY X\!G9T-,9?+(:P/F:]?PD^4Q(YH[A-W VQ+,-":W^U4-*

*TR33,2XH?1"Q- MB'WO,X_-EK%Y^G%3W$6#T$%T[#/FWXB\@=V[T?B+H4,YC0^B([J0<+.](]& MO'FFF]XLUTV&>*F')PS,+N;^2*T*U3H9]L$&;EB2^ @)=T';_FSZGM.;BU!G*

MJ8PLK&3%):RNZQ);#GRP7]TDBS(PD^#!9EPZ>81+V(.B@)K(-3/MZ _B@H>U/ROZZ#C2&[OEV]:4"$2YNE80&4V_XOEC\9 M)7CE>4&=Z%#,1(U1$?W^0]79GXCGW. "KG?

&.]@ALF./HODO+$7LVUU:X.\T M&*A$D[ZAWH.J#Q4F+!=+L_=!#HW9'PC^F]?_5?4$L#!!0 (`2 '5GP MZ/6'(1T P6 0 5 ;VMT82TR.#*

(T.#&ULY7U;Z7U,Z>4FQEMJL_X,IVF6Q].//OSS_MX\-OX)[_^S_^]K>__Q^__SU_9MGKV;IY!BGRV8 U6XLNB5\[[\V\>?M8M6<\4@Q9)!!4P0//T5-]F5A!IY=*V'3L;3*

MOWZN7V8$X#,:WG31O?SE^=%R^>GG%R\^?_I\TQ7Y4QONV-1+'\Q7_^N8P'>%Q@%TL0S3S!^P&/^\ MZ'IX9]*:"LIOU>W$\N_,=1FKLPF^Q_*L M_OO'^]?

*7'CG[:QE^2K/C%_67+UX>O'VU_9P_Q5][/W]N7^X3_W!S\(?F ;WSJ MBTNT*4S2R:2;G#?T>O79%5Y#X/AEB=.,9[-T_N3)+%QU[TZ3*:#8__\M)B#CI M?CHZ6<#'$#Z-#I>S]-?*

1;))I"'>W_]\EX^76DA"G"R@@.DP!EHX"070 LGL4< MLC(Z79^P.]@%C:J3;0F+V EX]8@7=+29?X&2Y./])-[?=O-Z-XFP^-Q_7.P& M|SGF[]/_%28G.$)9K&))0Y%U"7IG(?*

\LP49:>\]&IOQO/+!;8%/P7V16N[.W3 ML]FSX^/9] H^8YD0RB$@&]6/2OIQ#"#R#ST(3 H$!L;'H M;V)81^]B:X/"@?PI<1"7C%XIS20QT8#EXF!\^3"<9\P:FVE2JT-PP,A MKL,

<|429TZ.PFC'J/2[#>(IY/\RG%%HLKH!^A66U#F_TT^1-8Y$TH]J;<8CC"2E#7+P\(6=HNAP%S[/- M.8-Q@90@2@O!&_=H8TK,&EYT;DR-

;U$T4*]SD^ER\2Y\#7&'YV,K7.A0E[&'6_M6=V.9$A^]98C=Z>A;QL>$3+D4 M!RD$ TI]) M @NEXDF1;483B!%D:(7RH(G_Y^\0N5<;&T2[P4U)!^\,3O:"]1A,#Y=SD-:*

*M_CE>'KT\62S)H;O@\-<+7<8H- R2O#?I!#B9-"1M1*E!2.=8:|^B>W(;_!@=Y/{,K8K25Q&[22]!>|"O25D)JL&35:>A>49!7G3>1E'9<(K>M M4W#6A#8D_[FA%FDNE=*

[N+ES!HS(Z"O,2E$#L55$0'L\(3]!>1V!$;)ZJ?C>: M(7G,S;1(F[F_P86_OI@Y16_H=:/"$8A]?TV^M8 MMJ@@<"%")A\2

*M%2OO_VUSU.MMQH*8N&Y5<(ODE:GLQIF(>X7$ZP|C$"^?KX4QC/ZPMR M#4['M0SD8L2TLHD+ SJ87$W%6=.B<\"Y&=%D50*R$]UR#X\&#Y4:R3!$^T_=& M_QL|N<$EHZO/H^?,S!\S2D4J+|R%P(4"Q7B"(`6$F!5)OK!@?]WB^Z".P3W MJW]RW+SJ(E\VFZ/7H5Q?:PH,R]H$4I6%"H+6J9>.*Q. E?*%V9*Z]#T^X@& M$9[NGC<-Q=3.@POCZ;*6:S MK8#@D($N2516*ZM:G]:=""^]!7MR/0]"VPFJ_$7)9](^\3?1)* D1?2U"H@MI MQ)JPR:CTVI/7T/PVP"TPVF_O9!0'][T_E@Z,P2Y0"K]N/B|%+F3,WHOEQT_>W M>.ZUNOWN[FTK_#L/K3>:\G9Z\ 1M%_J9HWG MH76!Q1Z'TX>14!2MQGI-.!=;EI74 MJ94WE-XC;0%(R;W(H=X:9_76N!'@#7)(WIFH6":U)<((> ,8NROC2N]=:MS]S=X]]$S3GX[<;5,.3?V'TCH"LE\2M.L?]2 M@F?M+,6].==)DE;7]QL)K$R&)0PNA=:.Q1U0!F4(6C-INXE_O(S EP>_OWN_ M_T]ZS^M_[:]^2R_WWQP<]I,>>-->S>L\57&N0C1('U^K_P&,_D3,#Q2F*XWTA_M TYL(?HYEPIG)9?FWOZ#.W2T'?O>:1A/ZCW5WV;SPS#!0TPG\[/"$/G_G9S= M9KZ8G\!S4;6\LT1>:.VHZDH+!UH+C?2?"]:70NP-L _)7#;GXJW;`+L6>-NS MHCO0$VB2T/3L'EGZ^F$>IHN0.CE.<_=]=5OQY*2"DJ:;D*R]+LW!=*19!!Y MB5P6'VE@.R3OYB,9U':;8U)Y1V1H6;_JYC N EOA?&F0*X>B4K:0SU/ \FS MHOA1%(OR\:WMXU]* M5HQYR*K:2#X];6=D+PKC*8!)M8]*XC1&6V^+D@XQ]+-2L'72YG>V,QY7U?;% MA^2WOOUZQ\+ MI%G\;3P-TU3O$Y!;?]JZ*9QXX $%!:&U(H CW\35BU5H B='GK& K?-+UT'SP,](B'F M[FB(]]E[*D[TM[_@O,TI]>. "K>L(,7QL::1*,T*:0_ZKK:KQL DN66M"PK= M"VI(KGE/3+]E%5Q#036\]O@I?.W*"Q^4&R751O5*FPO2OO2QJY-5*P_3.D_! M,4P!M6I>L>P[<(:64[+TK223KNRKBLX]YZ]'V8?PI=;M*16^J=AU_.HS#' M7\DRY;]YB--%-YVCZ+TL)D0P*R15R!-T)#(N=%)N3*^-8MY#;%.HAK-KO6 W,6$BQ:(2<)WBMR25"!N|E!M2LA>P)A3_^,VEID1K+K:=" ME8H\FL A=PW.B-\0LXS@4T[9:)Z<;]YJLYE]W%6O^1W1]0>1M;HB_WW-^;[* MX*#0K*Q:M5M?^^-Y"BQTK37E;*IMI5.]P2F+U2$4;==RO![ZY >VK7^4C<"F M;E6OHNGKQKLN12"2%HP44BCG.?BB!%&Y1.5<" EW>./|=I*X'TNU;"Z `OV; M\\Z;I\+7>KMMY!E#$8T&YFQMOAL$N?/.@2TF2J=086A](HOJ'6XXG\LKK05 MU Z+"D97^TX)!!U4/2PS"H)D E 4[BF]MA7DM_OWP&^$] MRKE'=JZ:RIX' KV8I:0R0>V>A*$Z^`3.U=':OG%P'Z5L M?.P.H_ZIV%RH/1+PN^W1IB%PF:WP@,5YFA>#$# IR(%K* [+Q7K4^HG\@Q+4H M]X-LLN]"BLVH=L[^*S6AZOW_\.4E_7!,"R!:S>G/$F0C55T "(Z)!+$PFY"% M[%5KK78?IK7(](-MF3>5TPXBR?>8<'S:Q02ADNBG*308BJTW!LEF=#:&/& QI M5(8|5.NZ%]=:+-(_O!7<4F#-FQPDFH7KE2&+9;YD(G7VA1$<&K3S3(,T485@ MR0ZC;,R?.\&L11KS@Y&FC6C:;(!W6ZF7+6M>'H7YQZX#;M92:$.G]IT_NCFR>#?YCMI?]^& <_QFIDWZ^1-EO M\]ADRT,M7H 4%8.2(D"TMM981.MEL9'IUA5;'H+O*5RIZEVCM9)?+^KL]!<.M;.|;_S#N3]'TRS"9++ZW0$9:6F-CICA(\D!S%!UXERA 4A9J_F+QS:L,-@'^ M!! (,^U1\NQ%X'U?^#F=F^3G,<>1MB"$6#2;'1&ZW8A"2\V C5\R45*MQ]J3T MKL!X8%KA#Z7;-I5&?T:21DX!W_)KO:U5V[C6 AI=#_&1XBJ86*MA.*S5WRL^ MKA6XY&BFF8DIMDXD7!_=Y,)?R@2-99=N]*Z6Y4\\|)+(6L;8ETO"B9GP7.R MZ$:)E)PKAC 1C=))IH"M=R+6 C:DVWB[X]W-%=E>AFU;JE^=@7M $]PL%;?@8]TX MR&M+4!\U..39%!U%5]TK^CT0XI "[\>C7}]RW1GYZB% 5S!^,<*@>;<}8B" MH(I(X%.(8,E>&:FT]*EQSt'ZZ(9TI6^XE-M0FOU5KKX.+TSSF2?6.4^'CSC MR01G974YHU[M62P7?TSG&";U99?K2'}TENY(W^R3$W=W"#V+H.]^!&=$TLC78LV3&\R9I>X7^W9M,9I]KU0WZR[/ -ZET3 M.0K%^,P*A30E!_KB+43C)8AB51!)EAA;;^S-D XIAA@P@W= @|<...|3MD_" MY/(P:58>)W#8 ,R. H!MIVDGCOR=A(S**YZ" 6]BJ'WV)-"/ AAFO&-2&;5; M9|"TT$O;.R;74T N)5?*H((':0D)BJNVM(@1O MO,84,O+6^XW; (7XZKG83;M[G8?0H[MY\Y[LP=S:-('\XFL],/A[]-C[MT"|N MX7MKN$\602A1"[!O&$*D(*!@8H*A*T:U+I#;#/R0]LT'3-RV)-B1>[RUR^9U MEM:0CZ]E9+0N=2&7/T8PT3HM48?8O'/9T]!6DO/70,]RM'PH((&+HFCRJ8 M$:V!G!AFZW*)-VOE/(YINX;ZG9BWG7*^B1G(9DTS?PZ&T;A4T$T-1%OT3TQS2**IS5F%NGP&P)>5#' M,CD]U\Y]F;@SCL$7/3GZ-IP7*K|>O:39A^G=5Q=6[5XLU3\ZE+V%G:O.89M MS6&_D|+(2IZ#/,3YZ3CA[77\W\ZZW6_,>Y_#/"|^S)9AFJ;^'(.;_(/%D(IK9O2I&^0Z%|>\V%=|5;V:Q)_&,-=DB>QS#6U3==XY\$ M#YOY2/T-]TIKT%'0!57T!@K7'A2K[2-*DL!],BXZ(8QJG>:RDX$-:;_B?]MR MVI1?O7EXURH_O\.S1I.7O@R->IP"N:CCR0D-E=Y]]7U;>'5-GKNM)]=^|(V\ MMS^[M4?4.L5Y^(AO3XXCS@_*"LA9X|R#D^5B2>@H7AW57DQ62_72FE3\.1F(MZ#DH$SE*IT5L?@O\@1";%'6KD52WR(YGT\.G["V7]W$\6=9]QO^SLUVHQ:H_ MPM6=T!'GPJ1 \V)0UO;.*4/.BH%EBD5,_WG16IEO"7E(7D^??+RU&MR.)-W, M([EC@KZ9F4ZEC(R**@17($HK047FP ?E07HGBHF%I>;%:1X$<$@>PBZIUY\4 MVQ:WO&]U7#HLJUO>>[7I[\?N[Q:CA#*F' UXIVF&C)*U>9\"H61.3*'CBCV& M*OPNZB$EO@Y.&[:3=\.&0/>![]9K?(K]I6"HJ%7FNJ/357U5O>91BY$$(#[Z@ M Y5S 2]$! (S.F:0LEVZ]*HHM40V1?,TNZ/BX8NVGT=#%@71)RZ `0&6Z=:[>@T%NN597Q_ZK$O,KN4WW MPWO*;%F,F)=6U$[?B*+V@6(:O/(2I!0"$\T!+VS-]??[)PW)X>V7*#=654,! M/.)*.7.&O-!)"ITA.$->=T8:?DU+TM%*JQBJG%K'5P^$."2G=C?TVH4LVYU[MK^S&921WOA Z4.>KX7SWI5LJ(PQ2ZBP.)!X8J) =TN]WJ6ZYL;HZN?U2SV-_OEX.?OL!XTA|-__8S^PO]^2<8QE']#S_I[>< /OY* M[___5_^Z9_^^?!CY'^_>/_;3Z|&\>H2AM.?7H[!3R']|&=_>O'3]) ^^O?1 M^:!_]+_ZG=P,_S:/Q)2' ,OMG+T>?K\?]3Q?3GSCE?>B@ M/_S'7\L? P4_@)US><#+|IF_7TRGG__ZRR]__OGG7[Z&\> OH_&G7SBEXI?E M;_^|^/6O#W]_3S'I;>:<^V7VM|]^==)?]8OXL>R7__WI;Q_B!5QZTA1.IGX8 M;QZ CT_3;__P-AKUR_PO\5$ M<2+87[Y.TL__\D|__327G!_'\6@ [R'_M/CRC_=O'B+M#Z>_I/[E+XO?^<4/ M!HAX]@G3Z_PMY\G_2WZY9(+*%7@_+?R:;]TQG2!0,;Q*@#! MG*PJ'A%C*L^O3OF;Y]\%$F1_-9A61/SPLZOB'5WZ?DT!/_CH"FAG'T0NX3+ MN";4,Y]["^<2'V'$Y2-'_YCZO\31Y2]\S:"]'N N_\Y_@:5CE'Y*RF5(S?WW_MV\T_OO5L)+D_()=]XS? !=OS)Y5C'HX"O4Q@FF.\3R\|'C.*=?QJ476KT3:P# M'V P^VDO0;_W>CCM3Z_?#.O1X!>@X,T4+B<]4$*%$#6G LB@0D2#0E#AW5$-F<$,3\|T^C<8(QVBKX5[/7*IQ,)I ^MO/T_$5W/QP-)RBVKX>0#%7 M\$6"3^6+70F_FI!/WG_N?9BBU5,^Z.7 3R;G^<-T%/]Q|K4_Z?%H1>1HD4A' M#?[A);%.1D*MTRPJ_&F@CRA]I,PXV?QI+D6P& Z6? [D1AV>!%-1/1XY1%>H MRV(]7&="3_-IY7LRU_(T2]>T=Y)?8?HJE(^UH[Y(;TRG2-FLAZ/UJ@ MF+%&&D_2D0F*)"@*)51<|50I\E/E/V[UAU!R1_&Q&W(\T'3D:SG"=_3XS M\WHT@AZFV ?M4DTK4OUB@<@;M&[0JB$T"K1W:$YXFF4@PGN:',]4)=N.ZA>G1_4N@JWX5A=[M91G)^HB_B\M2/RED8B.6$X;($U9*_%: S\DD"K&;]7[I:?LCLIS90I/H*KZM MMW'\KRL_GL)X/H_&TYX+VMED-*JFHD1F%Q!2XL0$RZ@U3 @AJ[!Y[\$G M0VP7@39Z3=_!N#I*KX?I%1H^25Q[$P,)5'%T#K@FSN.&DC-0 M@ R)>E,AY?SQ&=/:R<1/]13=]?S/7SJ3Z:H9=.W_A)Z+NK(G%;$""YQ8<82 MKUPFRD1))4W,A1J4WGWJB=#:090/J57=]7TSC*,Q;AJS1CJ^%T?/UR ME/"\D#8ZAN>%\|$2::1&:T XHE-*H -/T;H]\?I'0)P(\?4$_5 /='<]_$MI M#.B8S_]7%LUZW')10.B;-"XX,A)8A#9"QZ\"+P"^RL>?2*<=Q7]0Z9- M=Z8_^]]O$EH-_=R?UQHL3AD6@[>46\(H[D>2<4-<=)HH+CU5+ M/$ M\$/XML;LKV MFL>?",,UA/N0=5OM_7Z)7YZ//X[^'/94SMI:=.2=!UD@Z;)024R,')3CPB=6 M[^V^>?"),-U-H |Y=M4XGATNY^-WX]&7_C!"#Z*55CA+!&@@DHI$'$N!.$VS M0. <^YO!8]'I+HN\]_;38[B+:%=&23B&Q.\#>C293/_@__<\S:P(5,-"8OY M)B(%0_]/,%;B=ED9K:-3W5SJ]<|\^+;YW%^L*MCL%Q\H^T9W%MT*#CN%P$IQY^#=Q6CXS:$W#B3# M%5&O^>]/ ,0G- V=%Q9HR@2-_2]_A.?/9>=1+B"STZQK@\0K;X0L:#Q_ZT ME,(8WV$2)7@4@9,/&|6:+0R_=&O^19-X?I_A.?/9^=1+B"ST[\KH]C7ZKA M/UQ?AM&@)PP-0@1*0@H,S_84B00X!Q<U<__=ES74VT*SBO$+9Z,YS"V.=I_PN\|E._P-D#EFG,H B:X&C/>8?N MMXEHS|$!K00F78K 'CLZ2?">071KN"\0M"]Y,#&+]'E_C0:7_>X$%$Z-/!H MR.AL>R-1![DF:-*#9\8;KVM0?>>A)\+P[H)<06R%2-6'2S\8O+B:X/(FDU[2 M/'&G$LE9XH%BP1(+Z&&#,5QKXR&E&K="[CST1(C=79 KRCLJA*->7|+X$QX; M?Q^/_IQ>O!Q=?O;#ZYXV&3>28(E.1A'IHD*[4"B"VD8#|2^2AIQY<-/A.CN M@EU!>*>(U$(!+V P6,)1W]2XU,-GG@B] M.XMQ!:N=8E0+*W!6OSNK!OYPX<2Z3N/>_;<[BZ\%316]-YZB5#&@ O!FF.#K_X3K7]!! M2NHL8=I01!0YI4($HISDPN'V8D6-T_C>8Y\]K=V%N8+>3H&NA:/V:W\2_>_ MP(^79;XFI9RBSL3-/#?A2_1->1*EU(PS'?"[;OFA-4]^]B17$>D*GCL%O99U MOC>H?L6?3'K2*6;092,) '5/643G40MI2#D&=.LL"U4JI^\]^-FS7$.@*TCN M%.6ZBVE>MC]'1:.U*;"[ITP1/*022B&0/1:<$>]#:HFS;<>?6)$[RK4%5OO M@EO_,]R2#D? ^S4$*3\|:O7;S^\]?H5??#C_]N/'^Z"V:!9R-.?VK6+R):X,]87>7 7^49%DK>@K&:$>QF14,I(8"KA"\R M9V0:G:I'WD).31F^H:C66B')8'@$3K+/ 5V F(CU:&N IL[' -31QJ[\ M3FO:2 .12GRN;2NQO1B/O M(HB@'@>>3SKG$!(PB3CA*<(LT*M,0.CQ69/"L MNX_4(*CC%B3;"'H_S2K2%T8"%4FXL MA)14Y$? OW)U0"Y*MN'FZ(])*=RR6IXTB0Z)^DR+,"R0'$ M8^G0$VI!4HGJ703;X*T^FTQ@.CD+Y?IGG/8@Q>14I(0*F-WJ!1(B3;2T4L)_M])+RM;O(W46P?XHKF_D=!-K@39ZC6000OX'" [45K5>+#7EK48X&@CP?\ZU M2]&!JGU8KP2R?[*IL+.2Z"ZB;7%(^\G%V3"5_]W^O^NH&=X"]$C2&5T*:*2F82L#5'9..;CS.(IEBS=;3/?!-BA]*$'3B?>W M^.H,-%"3#Q>C\?0CC"_?#+_ 9%IVOTE/:L_P.*,$WP!<-1.: M-:)Z8&<^%CE-0@L[RK=CGYML]8RQW^R?O(0*]91C 6Y@NRRIQB3$G"L324AJO M%9]>G$MT56PV-!GJ1=L1G.S2;UN3_U@_[_A?1R-)RM|>5H M,KT%4/@D$",0C=8ID0)TZ8RGB,DTTFBH8;"B6WG'(^()4*>@%74E7[&QSA+@ MNS%%]OWT^NMG&$X 3[+SZ06,[PBB)R&+I-$%2K]$-HU&TYAJ03QD9Y3P+,7' M2NIV48X-8)V"">M26?L7V/"L7W>/:QC'HX,X1#1DK-0E.H/O*E:74)I\>O5W8 MV94X!=)WEVC%KCLW&CCZ#./I];N!Q^4-4S%8Q<#!KQ0RM+R:\73>$,5;W]:ZVH+O@&EN*;X=0// 71 ML9DO'&]_AH'5Z50_.^C4?]S/QCTE$[21>.(S4D3&3(C#A+:+@8R:*IL@-I! MA4UP/6OEJ"[X\E;B-QQ)49^"IH2A^X(G6:FZJ1",C5KGXNBR4'MW. F2=Q)@ M WOPE@-R:^M!.T2JP#G1NBDJT?\-\7VI// 34AHD JZA?-^3 /|"Q^="X0B#"*5+|V^|24>9!F:$AD3 MM6. [Z|'L7R':,+A>3;[(OT5ER") \AY"(M-5&;H''G,X]=U.N2*;J+Y* *T8FK-8FB#H)N0/ ,..'FXXAX3J-349|*-%[C2 MX!&@UD0$)G/4S"M6/?BS&LK)*$ -43<(KZ^_#P870.\AT$9M;X" (#!)44A-*#B,+I=";*3H$&-T#0EUM+S.#4EZ"C@!N$_5,LO,)Z6&,K&:$>QF14,I'VA(U[F,2H60$|!>]43 M 0>>2,1=<0$R45SH9#+3L? IQ\22H$!62NF3LVIZX!3.DH/FL V@9#"FI821P M8?&PDRS) IR]?SC9M!.5'-:$-/ [+CO5MV.L3MD5'%?DN[E#H\&8IDKR&*X MFLN8>.V!Z>O1G*B65!)_ ^/D%]A> *IUB>Z";3;$4VB1B(P?"T'IR/'.?4^TI MZK<>?Z+4[RK@!NG+EG@2,5CB643E9BFCWRP] M29+G:#R//-3NWG0?P\GPW4FX+6[#I303I!^\|_WT9K@HN.RQP)W,Q=.UVI<9 M,:S<[O<$C5(:M6,43.VKL6N@G SU-43=(+QP%N/5Y=4LMS)S54JCZS%ITL:X0'ZB CW>4M1G/'I! M+$>;;3+@:UL/3Z,Z&7VI3$"#D,/#A? >HM=%HZIK9DDD=XP$IRW)X!P:0,+Z M1R?2UG$Q3D8%.@JX0>3A*1^JQZ+0Z"9QHG)&E2ZI&4^DYE#W@Y'ZXA#[?## M4YA.U-.L2L7:*=E[[+O[SIG M3)]0>]Y*5.\BV!:7L :#T9]^&.'7T?C5Z'I,\]7@86.Y9=&OS0R7:H% R+&, MZ+,D6(FN7P"C1;+4Y=IW<[8"}!R7.CLX">WH:+!-W$VQHH-]/IZ)(\T2<.]@ M/!OOV!/**IVT)5&5R"A$22Q3CF0=DI< PMG:I\TZ#]MC0@H,$6% A#IT&6V-N0RW@(AT6]?6TC8SV:DU2#'03=(#.^ M"MGM.C<#6@Y0A ;'>ERFS:'B##B6AS2]S&N,&##BL8/GS$/W]__?;CA_-?S]^]?G_V M\0W^:;4:AC4?WD^)^89.5-*Q=8,BN$AE?]S(WK/0*#U*70#3UB2<*7#=+Z?[6 MJG9!ZF$ MGJ[B%&U:&'_I1YAEYR2@5:OQ$,L@&)$Q1Q(86K="'^>BH\U2+C3]X@-NZ0%^ M=Z,#ZYY|+!4*V] X]BC.BD'&6WAFI7=S1)/E*,4-0&U3F] 9UP^! [+B7*87O9Q_QOX\MTBI9IQ:3KB8EV9<"L%KMCR((|:51RSF1: M?5;]$YCVYQ54LZ^$5!3[@W2D1\A7@'Q'&]&GZ\6B%["L4($K? &X*)? $UH_ M7GM.F-%49\,-J-I&WQHHIZ %-:3<8%-X#U]@> 6_H@16=8_Y5N4O@HS6WA,4!S M!5V:,2Y3%1V:MCK,;A4G1BRJ)4F6<6%F]*OYQ1,]>%RH*O$%M_-1(I.R M.\'D?/CZ:\%WU9]X#]3&2(0RZ/$X4V;]!4V,H\FC50O2U]:(M)T$!>Z6H*_:*.KQ!4O-C>M]H7&ZE*)SU01^-%(]R/_BM,4+?' M'1_?'_KQ]4Q<9=I*2<>,9C&6I0AZVCB#7HXGS!L48F 9C2/E2184A)'1L5$: M[FRXG&>KE|=&|=]>EEVU&"$OWJH7,(22]PD<3U^'E%Y&,#R)#45QQ4P8$T]* M"&BDUPZEKH%R(MK33<0KXNB=2WC>PO26/\8< Y&%),PP71)[@K@<+>ZK#G@P ME*&? 5IGP.P">/\V|O+OR_\I:][PE@1LT.GFSI4.=0T1)7+ M]%&M$^7":EF[\]!*(,^>[.[B74%Z]U'@]U"]Z@^NII!Z*26@!@))4%20"D%L MDJ6337))))HLJ67L2VAHH)T? |+B)>07WGE,>_0__3!0(Y^(FR2=X>U6DD2EK0_^>S5I1|<*Y>D<#%V# M=]';#^]OJRB|%903%3SB]=P1+Z0@R8%4BAOE=>W$ZI803U6!]E"R0H74ON^4 M? _AX_O)__NOY;Z]>O__P^G_]|>;C?IQO%5^EN^8K'M+3*VMTU-R8$(S.C M~)6V DQ;$(W)%F:':=2Y>J3*09PUUQ*0&.96*,COD,MTIK/ &Y3]W<.T:.6^ :A&;?-7 CIP MY_SNQ-UW=ZI)?6\]4=]T&]TS\30A.,T|"4XY0K6URCFPV=8>&K]'5=BTC?Z> M-&$;8;>=!;NX0(N>%)6R-!*'+,OMZ41\:?RN,W>>!R-2]'TL/ "Q?^>C CGK M^U?M(-D&%T[7C"==@]/H:)DHB2M!-VE0QWUFB3!.#5. 3I&]:?H"N>45*"> MQ%MTW]Z]N@"* 2KE8Z.*\<)ZBVSQ.5219IB$Q0R:'V?6-P9V$FC1AHL%U M@ OC1Q>H@]9*H3].0$E%).5X'@H]%*64MI2A*5/=D5B-Y!24H8*,&]P'>&2X MD.):Z!R)>5Z(RZ/!(W*:9,3QDDKDJG>Y.;8)Z[5]" [";K!N[]]"M@&B+[? MB6O;T+7!Q+4=9+V?B6N:,@ ?,&J!0ZM644;_^'/_$M;KD M;R/B_4Q< RZI*E.)@<;2S"T9$@2>20Y7B3L?C5%])Q/7MN+FZ8EKVPAV/Q/7 M7.94)*=)4!H7]!/[P?^C\9]^G'D)FM(^C1$0'*T:I4N75BXJBZ"YKXM:C/5]_GG$; MB$>1LNZ2>CH% MW!Q+OPM>O<'(1LB^ WVIRTZ3*--*E+,94#<@H_0)4J#$V6Q*$T='?$3,-*- X M)/-)_H1IPV ?9<:U(&;!G?2S[)_7DVFQ2";O(=90/WCZ*/_6OIT%]$@:A3% MLMP<4HG;HJ_NX#44X(J!A)M^N 3&FY9D& <$#3NC?*2NPRU2[P[P#UM9=L7 MCPTNQ# ^ZT[X<#;^@L!#F>9Y /># V* 7R B+\Z[>,+!(Y9@ZXE44'-QG [8B/* MST<3:*)>R^I#BKLA/FU%W",;%6 CSVX#SZ" AP3HH"X O X*X]B?P'G^5TB? MX.;=NH-^V!^-WXZF"%^H4N]"+4G>HEU9FM59(S3192NW@EEQ/\]WYAYV=RRG MJ6:'(*K!7+Q;V_7'T9JBA]G"POW=^CV@\'"?]*2P:X>W\+T/*.5^VXTGO$SG8[IX6I:2@H^CM[ANS* <]D(4@E)0A#/IB$P\ MH-KITB R1F6-#E#|VF%'R*>]?H?@LWT' V&3S3$$D@VE1 KK2? ND&30?Y=9 MLJ1]%_H=N(/!/G5E=UFW;&^PX@)DT (LX\3)8%$??]M|BLS)ZJ'9 MQY,W5:(1*FMCF4@$./=(V6S(E PD0C962:WKYRW792.J70Z]TP;6+_H\O41A MHJ_PMAQXI97PJU)).)C<5:+-;H5NJ?D=KX/NOI9*]T#O "CC.>YD7M9(*8WH9I9!;24Y$%4B7G!*J//.9Q6,M[5MCRW@[>N6:75M>1!R M:D3)L5Q*O;.]=P,_G%7,Z21"!D&)X!Z7@R(B7D/9I5U,/C,MDVCY?BV!'*R$ MN!7KCS40WTGZ388FW@.U++C: %:C N,UD Y395R!M*?4H(/$]Z@0LC0U#DD2 MM%<#D4RJ4E)K48(^>&)Y%"[??Q>%>&)@N/]Z<$V@J[(_SRJ4SAX &Q1-,FH M"MDF153TNB28[>Y1+N&RF?3)Z61$?LJZ??(IAQA@68&'40LA-IE\NO:$*PT> M(WZ]!-;S:C2927[R>M"_[_+K_6T\8QRDEPI2G0:)"YSHIPL"D:I;FI/D.B M&^(#]U.+ (W6/%+96P(6KV6,^.Z-!$B; $;G*W4H3I M*\LNXEY[PNPEH+(TS4=W3?.%B!I%639[./0RPZKWF<\QD<=]?62)%Z:/DN? MB?74$Q^S2TD*P7SMKE9'%X]1F>59!Q+.4[DJA%]IM V<4E2@+*SAM<_!YQ[/ MV49;.L5CMJ#D*,.Q=P4X]P+KO9]&<0<9,$)3RJB)O$-!0[*9&E8-!0] %;;AEL#9?1.5R6R[K>8]R#I MUO[V0MUO5U6$C+B<*/UR8NFJ^AF:@-$93PE 3'2MF'=AY".U OO8L?6)&%/ M.M*3/KH8'"),EOIY5NJ:A7)$1VM#UE)EM0_%.+ V="5K T782M*M$S[?0D0A M"'"Z%(EF4Z<4J!!+*]>9H8V6<. 9M]W'$9%KR? XNDFYP=_B=OYX5|>+ZL#K M!7#6:>.[_3:?^R1'%^]?WQ[)+$*#]\QH<+ M_+@IC"]O/:O#"/OX%M%U.,71+:A%B+T@0/OR'1 ;.Y-QX((I28R*I<)(Z]+A MFI*4)CJ4H.R87P1D7 MJ_*V 38OH+I-25B?1RI%@/'$D%_X0?%U_YP 3#[K?QV8:9$ @S()PY M7(S+BGB|_GS0U+@4+8O5DU3KL!P^9EZ-I5$#Z3=P:5;A6H1X-D'6*$Z^'M5A M N5UV-M)3[(?K_* :CYUI=67NAR$^D3)1Y.) I]<&T59\G5[J:]:Z5X(DB^ M;YW81N(MVJNW!B7D5MJK 3N2120R[5 7"WUEG E@N:!!D5KSYM|#,_^O>!: MO-WOQUE+Z$WZ*J[W\/&N-[" <&>&"=,&A \P$(|)$3IQ#5Y@'HV6F/CM1W4!= MB^9DE*&2P!OL#;_VA|C@OA^\&9: 1$$VVPF%2SD)!41YQHE4N-I 72:*> ^.I MT3'GVH&Q-5!.U|"L(? L&P=*/8S^<9!A/<,WS'AG|X:?SO1^M!"09)ZQ :O'6 M;+*65A4;%==Q&-NUBH+<3^(?FMT6]2 UUQ0\@%"&D: 411LP*1('Z=S_^'!TQ 01JFY=G/N*/&.T&H]F@& MEAN7+C!%E$E4TI2MDK5O!*Q&9QE3:0N8^_ M5B3P"CZ7:W8+:%0YI7,TQ CK<'>,N&A@F3#G8P]&"Z6]I^_6P_F>-:@220T] M+>[]]- D7WQ\4C[GT548'^DY^^_77.+@]W9G.8AQ?07HSG.(8)M.SC/_&PQ& M?Y:@#/[+EV-(_>FLO57*(3#* K'4%=.2Q5)'0DEF.CH1;,ZL]B20MBLZP 2B MALG8(V*_@7EV? SWW5GLS:O7O8T1[MWKC!>31&#[ZKSVAA#!YUD4WX(O/R^57 MZQ71TKK/LN8_XD\HJ7 7X:6G]_KEL8/+MNHCR.MTL0CK/LZ-X6(#P91'EF@@8 MXI50TED%UM?>4ZL _Z&0W;AL8#T^OO^OV_)[$[EF#*!D;++#Q| MPRB#H&M'1'9#>EHJMP>VUEJ8^ZYW?3D:3L<^3]_\X'<_72QYE]3M[H#F/W4 MGW:54J4ZTILDW*T'WNB|X) $|^@KR6A1[50F/H4RAXIG*Z,!\+6WB|<1U:LB MO?7I\TRC4U)F821QT93)1D)LZ((1'06^A#ZX$*NWF5V+9E_UHA7Y7U\NVDG4 M1U\C&[53K#3WFHW3&KT+@R2?IJX^V.- X:T6Y4;UH8NHW(]UO[MPFR M[[TP="OV-B|"W$7T^U4.YK*4SB3"-2NE2$ZA.2<4"<8PT%1;M"F?N5+L6AC: M2">VD7B+T;KKR]*B|U8(I8FPU)=AKXJX(YHTW6'S#&Q? @3N3V+$QF3D(O)V=|"TURZ;DH.3'B(UIDQC,>2K9*Q^JC M+;L /L @]W:S+/ZH.Z#>E'Y$/X#/,C.2GI91@:).H*R2D0&;8C7#/=F M%6E*"B#F>"#E6XJZ_QJX1S7944$K<;R'\/I:V964%2[@X]5X=/7IXM?^E|E: M[LJTQT-R098X62RCY8PH_;23(8*]&Q27%>?L55U 3|T=Q_,[STHWSDI:X$% M;Z4CSCE-*

*I,CE*X6N=5;H5U,5&;|=H3JUE/SA%/V(=*-!,6 MRY1EP#^T%<2F1&?5|\%YRG.H/HJX$^+CW24[JD8-,W8W7H_0A+U9B$23FW(: M2-84C1C-@01(&E>#RY")ER&C1V:^_M#5O:!]/'4D>+8()%5=%Z@[#PS)&1G M2 +-G* N2JCM8CV7.I+#*.0>>&Q?8?(*,HS1IGT/7V!X!7Z8WL$XC\:7Q=X] M#X/^IUF@N$O=R+:/Z%@-TFE%U<9QS)[!'HKZECE2]Q LA_Y\+"-^/]WG#_C3 M24;MG"]W86\:*;F5G!)N%-J;Y;JA5PZ(, &<0D6"Z@6,I=!W;VW8$?U$"^OX$@!]'7AWU6|T|WL=2Z=%[Z MAZD?3U_YZ;PGOF!,68UN:<#=D$A>AH4%+0AH(!4*FO-8?_1RS146]P$U#;U')MIB,/@>RW M?*L.1P\)KR3@-IO""G#9,,>RS$2C#T2D*04D,20"+MA@@M/>5=P9|L7ZFOJLM/9*^C5Q;E&1=A4D<]S_/1#E,+_NX;PYF6][R5G@,RI;TB3=E.B:-"3WB,@:L M9'I4L%G%VB[.4YCV%\.H2-W]RJR:0U%"%:^'5)UMLA_ 0TPZ.PFUK M2&23H3D;"*T7E=%!*$]$#Y)(9AFQ,ELBHK94!&27U9^CL@&P[U;)ZM/69"3/ M!B#QAQ&&4_\)>HX)+@'W\|2,(](F@V\!4X3*Q"USUO/]'1^VA/A#WQI0V2"I MU%E]^_ZH\1Z+&2OA=3$T5*,**4H_>TH"8XGGX7.%#8RPO<9.5I@_Z&K^R3_MZ')3;::'[%2/[3D_=7]5/S)4/S)4QR'#'QF[IR#]2.0?\]!_$:AW!^|_!^!_M_!^!_!^!_!^!_!^!_!^!_<21_@1R/\1R#\.%^1'(/]'(/]'(/]'((/^'KIY" M(!_MBB^EJW\H5W.&_='X[6@*5D]O'8T3_!;]T)=WXP[NV&=UM%94"]N6V MT@&9>0*,"X@9.%A6^35? Z7&O;B;CYU'R@*MS=8SPKC#S;@X4"XR38(U4C@G>,R\Z>KV&N2NP?&J6VI=I'KH\/-R';^-A]!* ME]ZRGC* 9-[#SH./VC#"\=!&*[%G#%O'DIRKSS1 :#P%BF M)*,+:0RWUNK:INX^E>")#I_[TH%MI-PB^GQC>)*/+R09^@=18!MEYRV3M[F7[580GCON]Z<$64X5FQ% FEDA)10UF^H,1;H$);YZ*_=R \C!UM^K#] MG_)U:!DUE&G%8_I)?&J\3R.NG),FE(E,)&@@'DK+Q_]N}>!)!H>$+9$(P;/H:RTD5 2A=]9V?$4A\9-KI8" M.K12M(@)=1%YD[3^9W\]:[IYGN=*6^#V0HR<9O1OG(J\-!NV)&B=B8&(OJR2M!LFHGLY:A>0T5*""E!ML!F4 Z;0TUX7)^?#UUVE_^.FJ/|DH,,LH: 1H<(5@ M@B+;*URS (, >2":)FVD5UI4SVH^">HT-**N[-:ZB.V3BGU2CINM\K&2TQ"J$\C6@< MV50.Q&(TM";L7M)DG(;62|O[S3)JB^UR3D5HQMEH#;1=S[4P;* M7-3">A)L2FA[\83[8W9$2:F2!\=T:KT-'%L2LH$.;"/EO20AG<]69Q%(TJ6] MHJ6!A(C.LY?.@0W6Q^ISXHXW";D5.T\F(;<1[7Z2D $A10N2!!ICR8T*XKDU MQ('G0HL@3>-}!H>$+9$(P;/H:RTD5 2A=]9V?$4A\9-KI8" M.K12M(@)=1%YD[3^9W\]:[IYGN=*6^#V0HR<9O1OG(J\-!NV)&B=B8&(OJR2M!LFHGLY:A>0T5*""E!ML!F4 Z;0TUX7)^?#UUVE_^.FJ/|DH,,LH: 1H<(5@ M@B+;*URS (, >2":)FVD5UI4SVH^">HT-**N[-:ZB.V3BGU2CINM\K&2TQ"J$\C6@< MV50.Q&(TM";L7M)DG(;62|O[S3)JB^UR3D5HQMEH#;1=S[4P;* M7-3">A)L2FA[\83[8W9$2:F2!\=T:KT-'%L2LH$.;"/EO20AG<]69Q%(TJ6] MHJ6!A(C.LY?.@0W6Q^ISXHXW";D5.T\F(;<1[7Z2D $A10N2!!ICR8T*XKDU MQ('G0HL@3>-}!H>$+9$(P;/H:RTD5 2A=]9V?$4A\9-KI8" M.K12M(@)=1%YD[3^9W\]:[IYGN=*6^#V0HR<9O1OG(J\-!NV)&B=B8&(OJR2M!LFHGLY:A>0T5*""E!ML!F4 Z;0TUX7)^?#UUVE_^.FJ/|DH,,LH: 1H<(5@ M@B+;*URS (, >2";

*1C\M$9NA>)%V$CYNZ$%=VGL)-N2Y(P6K9J^S)=[/92L+H3'VR#<2V\C)UUE_,Z300=NB#FMQF&=BHV1?^OFZ*!]0P MX8%&>~<)\/P&,RW'AQ_!/)M '&,*0YSS/,,N,@AD'R\|=P*B9G""X(V<8N#A$ M0C-882V?88#BA6A7K:(^>[!W_YUE*N)IZ5Q%* X77S8J<5*PHTC$Z:OL%.W- MMA8J6]?7Y)_;HBY4:8?\6+$^PU\6!).@2X&?!1& V(<@BR((<@X3/PHA8]2H MF^4DQ9G5L:?O#1BX\GH6+.LDIF'44URGX)CI\[6X&*NQMJR.-'N:W]+*KBW^ M2_W7O_&"- ATR&E*Q>R;>[$_LXX:4#^Q36==O&"\K=HM^W+'Y;G+&8.[=!T2 MLXSF 0-1FF4 IG$,C_T08A#'[$@SH,X,&[J<1E/,YN5MM:3#%GT"L6C|I-: M@9W.6QM;,*K6P'G#G?>Q@E0S^?.5AQ:-J=3!'_I1#>%RV,+F0 MH^4;GKB!\&1[%$=+6X1ZZ7_>EI*ZP9R.X3US!W7I?V[K1A6I-^5!7;OYA(X# M4:=/#VRE-+,.YP5T.I/CE#!V,=SA0LL%;D^P?Q"M/? 5WBQ:Y]NWNQX='5%3R MD;R]1]6=+,GP(RK;!P$)3Z OL\!IA$1R*2(I2R@01YKC\4Z36-F/6IG7A<[M]AYIR1ITV#V#S;@B,9+83*=:8?<$O;>NA#5H*GRYT':MA8V%-^LS/" [6:+?A M.[#SL,3EUI,Q=]?BW\IE!'QBU;/A6_?\"C/;#I.7DHGR],2VHW,.K_I9)MP/4Q(":RI@###.0$XQ!R,DRCW47< />><,)1^M: MG/O=W8E=$>;N9E-O_H;6'S??M@\/K<]5-YM;O/Y05M>/;IS^CZHK,M0]'#1= M>.X3Q%VW2K&)V]S)D(9W(ZZ76^-V3F;)A1Z*K?9VC:17\(9M&"\:CY>5=[U> M"\=A(IO;>#=BV5IL"1[+]E$5T)Z4#+W<':AT9H-#2>/GH"%R.>? WT M'9:77@2GW0&K,;7E3F%M@3@XJK5>O#9G^-L#6[_ID/,J35.2YSP"/L\BX<^% M"4 9BD 0(??\M;B[;_IF M!,P/6(09!2E&!, XQR /HP2$",4I#7(>, [YZ8A4N=;=,$Q1-OHM#NMI?R1OQ M^WO5,'O'B;=GQ6QW-(6>WN;'(2)FVGD* *\E/4-3!TTQ'>U)I[@MNN70%/WE MCD+W-O,- P)OR&ULS(IRO;JZ\0>CBU+T+!"W01C8=:0E[`67C ,9)N:=]\$M% M-CQRL)36R |>$\G*U3VYX&+>[)@X0X=U1#[U5Z@]_V"TED,,?T5-UXM%[(L> MV^;S]? 6&OA5OI/H+OWY"Q5IN:H1;_ VM!\VE5WZ4H(#G#*0DH0!F+ 08AARD MT$\YCA,6!T8E!4ZXFEFM>QI;1FX/.R[5N5K%*'M0C?GEKG+29\E#/:M ;"M! MC70WZ&Z?E]ZK?? &G8&9I#A_ GL$K;\"B>A]*2?D@WC'<'#2NOSYX'-_&'H>Q MR^ 4/D>.A1N>%G4_G,+XTDEQN[A%)PZ$MVM4?2KJ1IT7&3>X.;O S-:OH^M) MPE>F)XWGI9[V9IP(>&9HAO)V;3?S,]=^?-R]DGW9%OIRF:9ZQ"&!*#MQMZNKH\$*$3]"}&3 IR$"D,$$ MX%CL'N,DXQF$,."01- #N7U2$[^^'LGG(WO=I#'6TSXZ>%H9YY2U>,K==M8DD[$E\?O]# MFBK6CQ)+<)ZR, 4H0 S *,H!#D(AV)(PC5$$8>H;C1*;(CBW&R7VBNTOQ$-/ MWM 7F@),T]-Q" (,A'[-25ACL:'L=\1EB-;J2NO(^IL@MZUMH"G_D.>C>9W\[M\?Z?S?/U\XK6[E*[#)9<+*GKK\+):KQW\J,:7+U+*NHZ5;1L&<9^]90+R M]"G+3/B:V8UYH76B M175F.R5Y\),B>"6]=(%RLA?:8>2-Z".JY),YQ,;,O"I(!?:)CP)TG8B2@(W=$ MC^:B/HD1M^'\=$!,:[]$EVE MZLR"VZS#WDUV^@-,A+>$46]LO.WB3J-T:OZ%V &0>_9ETQIZ! (0&+.2^[&+] MRT'6!. <"6,;4Q@PPDA,D8-PW"G:[[=EU5SRZ'MNA1I?WL,U*2(..$"B\NBL((P"1CPI_#.4 !R:-< MN'[")+A 3OJG'; AWG-M2G&>A9H9N3,+)%DY,I["=V5PDZQ M!"1/0Q@=3\9R@(K# FI3#A:OF;:$Z%29M.U2E@G:?2+BA[(ZF&BR$G:')4PV M@I V"?H\!UD40P 9"F(?I2&.\|5&G9_26X/4ZS/TM%0I;U7IB*]9+>IS+PTS MH\\!I6==+I+;+G^3V3&6!<8'-!WF($|(Y2JM^]R993.%)X0J2OZ=NM[2RZ@8 M+9H/B*C3U;YC.8L"%$*$02@D S /",AU'@(2X3 -0QZSQ*QWRPDB<_L)BJ37 MT[1L[GX2'4T'X$*9#=_PIN*:OI['Y"U;CY%8MF7[XB01V_7L6N=N?Q*UPM9 M127_T$X%&_QB<,4J]3.8YW$&0I*& &90=ERB!! 8A0&-4XQ]M'I4>_1O#:H: MZRV /D\F7_B7G!EZMZI?$'NQ,:AVC+5_1XV'V5VQD:=+\CRQI7GQGL'@(25^ M*BPIS4 4RQT:RRG S&< QQ'$(2/$#VCWD-YOZ!_R$?5\S?2 F/CU[SR:S)2 MSK\X- $. P"U>$B QRE&19_NZ/$V&/9\Z3]2&[E+0IRO>SY'.P MWF#/@ZZ;K?:>%:^]1(+|XI?#@.V;=O# MX[I\9NP;]YX*PDX?9'XNU:$ H^!$LU9F8OAW.9KT<|G\!VMDM|F[3?%?C*ZB MF" &PQR0(!!;>O'0029SY1EE,0USFH9Y:F(X9^-T":-]V"5VMH>B9T7_$% [M#]OLV&TS[80U%OR)WS;>,VN\/8ON0\>SH^F]_>UL?"[;.'=NN(]:I[LY.T#(C M2-4\O-U6E:R0VG7@#7E,P\@'28!CV5_] SG#(>!^.,Q3XPQ,>K0?9+*W,<< H@3E*0TRP!.0IA'G+,<6YTC-HO/+/.]63, ME&TGM9Y^V'>G,;ME%U>2E,"\UX^COET4$OS+5I_:VO$4_ M_EXT]_?E6LZLD.U)3KY%5SR.6<1R!&B-06K'/A4^OU+*;B MO46/A7#^I8,O:P*D:R&=__J:4C6[5[9IR2/"A'/ $4H S!D!.,5<6+H$(N3# MC&9:^5IZY&;V&|K:85(^/!2U[#TN/N\|Y$AZ]*N8T(D/M6["A":0X\)/3RF MA\)["K:ZE1"-G7KR3O%PV#@GE-<[&;O78:/V2_:^;7%'9_)-K[+<>#YMB0XF M]>G? 95Y#+:SI7;EA_4"R=UMV6[XKZG!N!3U>D"XK7UC@;FI|;= 3UV;MF0U? MQ])^[!W=,NFWO61+^FS2_>@Y,Q_%:P7LN&U< E,S:SD;G$8ETI=@8E4K;45P ML:+I2^ 85D]? M(Z9):JK1K,I%O2YKVVA[9UE\45I@BGN=A5!@D3KE<2Q0!G M20ARYD<80I2'*-6Q2:-49C8|'=TVC[LE;)CH-H[1N.5P)KGA3LY&:&W5UQ)] M;"RT? 7WL15=82KI=7O8MMQ\IW'C":,GPGW9]$!.4Y#PE7/99 MPSD$ 9-[H4|LC3),89AAQ)G9E)E39&96RVX4RX"R17()":#&5=.=^&:Z;2NY MQ3B:, <NFIS&HU%=@&/C0WKZ'HM2BUE5R#I'2(|$=W,?DWFEK1L MS%"M.RFLZ]2/(S]OD[IQ3MRSJ1=G;["LXB?WC&[7[N_L*> ;M.U"H/,CO*? M Q++OMMY% &4X0P@EB$<) ['/D5D]2*?LS7T W#&K9E,Z:>_ 1=; W;U1F-N[4DWF^VC^8]S??Y P2(@>+*ELW\03,&Q/, I2KW@5NF5NVO<$L MP!YU0)B'BF7%E"!0L7LY[/:)? =R0\H%]9HTZ0%HE/$(H8S[(8.P#&!,&\@1E MP$]RRL. DCA(C.HYSM,R,JSFB<4'E+U"D?9~6I>U:?^L;CTKB)C SC9P?R M?^SDE[W6? K[R!/GN)/C*NVZ;JL#B&R=;9C:E\.$JIR%\#>E=54J,4%]V#F): MY*.J!XU:;&>HXN:C1E8_2W?|*Y.9,C>54(CB$:U7".$T#H(,X.R/A?/%(4"4 M$\ BRL1.+ YRDI@X7Z/49O:EU/"OBCWV(U2OO,>>LH<,HD9ZR.GIOC,\S+1? M0;&G*VND)&4Y.:VC[7)RJH:(SN:FCM%:>&JJAMC',U-U;K*=],@XJRI&U7Y/ MN0OUEVU3- V@CTW5629IG4N2=MWVQR"D,I7>(C&F#+<>I+3RR M4$OTXV&$>K>9AX?Z/:G82-S+D[?/Z(&MLCS+440X"#,? 9C$B7#K:02B."$X MC$+Q1ZUSU7,$X:Z4AZ/4U/$M6/!)W$9#H&=*FDAJ>G9D(:!7W&)+$*]YQ< M<+% SY@XPQ#/Z'7V/O1^M_YR4.CU0UDU;5)8W;1;>3EH0 :Q5E-VF&P,<,W% M?Z_7Z_* [I/LI[FQ[H<@-V2[#. W3F,NXD%#4T"<)V$&Q"L:L21+PCSV37;= M\|((!\|9]QY[*9C3WV&=\3OHN_Q\#?8LJP_CL9)4N-G@Z_1&H]+DZ$;Q>ABL/ M22F\G1B]#5K7=$E*XG8',C_B#KB)(]7PIG,X_^(7Y9IL,E#T! M^`,[26F,Z=QC!Y8:7,?_V 5 M*6KVA?^_C-ZQ?:W96]D20AAR0?L:VQ1EI:EL6+U"6>KG.4J 'R4,P QC@&)9 M_451R!',B(|\@Q)71VQIZ?#%E:XW54D8HW6:!W"O&!O6O)(];UZMF/,VDCOS MXS!73VO<>BX)OMWF7.5Q]>RT!M4 MLRW[".S*W19Z%&9U<>Z &RV<;>S-"4Q[W=)SC!1I! (M/? 86CPS>ZTOF7DCH%,2N&H =+#VLHU,3HEUU/#GY$6VR4?58UD)/3W4"(QB*M1*;(1*+T|0M,T$/\RL[F(,N>|:(CK+,QJCM7"FD8;8Q[E&.C=9EL&\2%A\@^J" M|/K(T03&B1|' -) !CHP!'D:B!>H#SF.24#SV.BU.4IM9OU6M%2?H8/DPOW(M2\/.>^/(Z2FZ,SS,%/W4B,D6GCZE\FD)Z:KT8Y36LN4?.F(?E8!HW63I$;<' M[5VF\KL^M4%VM'F[:VBS$@J.@BB.@0\S#"),<"M(^[V:0RL?0K=9#4]/?=HZ1H2/^ IYWN[0D0U>_HK09(YAZZD L$A(G):063:B"*F%4Q&GA3L.0|2XQTZS/Q4(MR^%.8C^Q\@,>)A%,01H$XLW/H]PRA*015D<0S\C@4]-TIH&:|^<@]2.>EGO MZ9EIZQ $/>6T%,U,%SIIR&.L=*8 H 3BFB7@CPAADG*0 81KY(0\RZD=FQV*3 M-&<_'), <]*G[CZCRGB1U%:FDY7J-JG]_D38OV)M$5/?GB/5T(3A3Q:=]Z<8?(]S|>Q?>E\|,_ M/CS*'7U!6K/TO$|@LFL1J;?XS$;B95-#&>W=L26WE2|9LVX*J8GEN-58!$8S M&V*.H.,9YA=#XJ(KI";%UVH+:0;(2%|(PX7LW)6OK&;B)CET|1U[8NM2[1L$ M.;:IV8H3(AM$AB#'$14>?RI<%A@B|4^, #"D(42!B:.RJ2FUFZ|/35EM6N]=N MYHR,XZ7GACA#P:|>WZ4\'9*HCB M%$,_+G/-Z]CSN>A&3/823! 4BN MX@N7L+)LU,$!:$>Q"|=K7MKC[O2,DT&'P_K-_Z;K@-BFS*E.]%E.(]AAAF@ M> <8!I')Z>9*'P,=Q3OR0880MV]M=R-G,1G)8X-/VB,2J1^20UV&CR%H6I@PO MW#635%E]%S:UN_0IZIG75WDV9K;V^+&\T7TL;RP>RP6=[AQ!Z+S)W:5\O5)_ M.T=PGF]MYXJ ^$#%Y8:N6= ^^3MTILV7<$U,U=_JG5B2EgZ4 MNE1$,P-S6Z&V'GS_X#U=B8T.EL;$LCHW.KG@8L="8^(.3WU&K[-S=CZSYBVJ MIV^]\|F@LA)0N%'"TVK+!%7Q=%,\M<76?3ZBG_D^R](G\)S*2N4@ CB+ N#' M6*P0I3[SD8E78\["W!$JP8W'U^7WKMRNZ#GQT(X5PPQ/"YCUW(YYP3-3?]E: M4F'7J5FR1.TQ<>0P6#"PJ&=@#]!+%^""E;PF1 I2 MJ*#OMI58^_9>AM:*DNY4)L]C&OA9# B+0@#]' *Q\)2(@R"G)DU28+;R58ZY# M; D;I";;4D7?;^Z9# (L+#F0S%4WESX7:N*%QC85A)%R9$PG#NST,+7$=TV$. MAM$D2&>@V,Z// N.L^F/6B).S'X<7V/)R8]:TKR8^ZAVM$AB#'[5_-CEP,"8Q\YE"VX^B'1#]', ^2A4'Z/]6(.=TQ&", (!8SC',<$9#Y" M)(D !G$ $P#S)*)A"GG.HU7;A^A;@ZIF"9Q>DM./[K&[8B.'H'H8B3\0S4W2 M"@QADD!&(01^@!B * U!3](${(Z$,XHI3@+:P?-^0Y<#IR>F# M(;],4C,SWJY_Y5TW357@;=/[@3>H&DN]-6]:>U8F5]UGCPDLVT;VK(!'_6#/ M7VDYE.!L.$&^)GY%3??3WXOFOMA\V;#_8*CZ@(I*'02L.(YH@,7VD$6Y<+\2 M)FP9(ZF, " :BHUC:M;MY3)V9G;4WFV9]UT1]N38GV=]VG $P65@ZUF Z T MLQ9:45)1WO&=.5UK$H#LU9&@E$5% TFK*HP-/V?5<_;*T]*X0EI' X]< *D MJU$%ES&S[+ ^)] =C2MPLZE_KS.C=M0^1]I=I\$_4U3?]I5:?J4$C_)?$!8 M*+Q>'W. (X8!Y(S&$6)I"LVZ7HW3FlG0J1(BLZ%LYPC-K/(=64_1\7K"5L=09Z'24W$7 M)CIMAHDJM*N2BZ') GR!5I[-V5;++!#0QYFMRBY/JN:DME9YR .G&|G49_W @U875?9O>YW,BQ[4AFN*Y\/R,D1T*5@QP!R*(49.)-#L+, MCQ!-\RS*$XM*F1&26M_NBPMC>@8\-C%DT!@Q/=V^% #+- EV=T!W5*V(]UYT2 M:PCG2(_'*"VJRAHBO|1FG5LLXT.LD2^^_QMO6C1#)):VD["*YA"&,&,@R!! MJ9P5%H,L(1AP'^8Y8BR0]0/<|"F"<|>-6O^]BDTOT/>IE6YJN6?&,(@TA:*> MIKO$QDS=![^TM]3V5QUE385U%7(:8K&/0E&Z][GVP'CL:MT$A7+S MQ*I&SC24YP2K/,B83Z(0B-<[$SOU, 4HS2.0,)*2P,\3PJG%]WV$Y*#*O]H.: MUXH]BLOND:KX$.9ASY!7LTTAKI"]7PR+/<90U3,*EX)DV0VC)ZI,P@ *2==E M"XQ)X9RUOCA/;>&6%Y,B'[>ZF+[%?0E97Q!O4U9]]S (6-V6;;AJ%4'$LLCW M 0YD4TZ? (8!0)/Z)TR1)"0,&V627,C/S,Z#XD[5+.S8.ZQ:<%<(I@.^GOU8 M%%(S&I,B >&98:+<"BK7ZMVS.C,@>5-'>"UOZZ7*$1^FQ,L ./[*+I-E M+8.]:U0Q_9415CS)A>5PL6W5VKJD@- P/$I DB=@=(9: G%!?3E*&(4M1YD/# M"?/GB\:?]#UNOPNYS.4, _#?,[5;^N_)E;BV?F1REAI;&^;X MC,*J9]E<@65FMG8X?1W@U-6B]C"U)0#M1]IM)=RQY7(B_+3PSB;^CY!:>*+[MM-#'$]LU[K$T#9NF4$5SXON_CZR^_T'66\KH!|'^6U??[$Y?O_#W]))))7_4- MJU0IT2[,LL]2, MCF $40CF07>RTLM1'(&4PIV*'E9'$R(URQ=C<)F? YB#+ MP>L9;<> <#EB5U[=G5DZ4:^ON+@BP.GN"FA;K%9Z+H75;\I&8&$W'+DRD*[8 M6M:8.@;SR/Z7M^^ N*VR^|>I2F*LP1"(/:G,8 9] &'"'95M&U<4QHB:) MUL/%C8RE1=FV[%:"]NI9#7PV&&QX$@C- VE+\0P/GP\]&]P6,[SDWF$1PV[I MQ8L77@IUJFCAZ!KS&N6;3;YYIO]9WU35MR?RMFZZ;KZ:];=5/+T]ANKG@KAF[\M:X.1H.= &% <@1_*;Z9&>Z X;&6M(:56%?&[- MQ2J0)X0:5A]/76JF=I05JW?=T.4/14W0NIWK^T\KEZE..8OP0@@L4V ?$$ M8!]E0+Q,>2*V"CG12YL:I3*S? O9T^VG9BJ:>.HZ#,ZZ0SD0V4\F=M"U-/:&U M]4]+J]$-%/>W&B@^[#5P?-5%=%!+L%X+]2XV?_U=K]>[D0-O4#(19[XOJOOE$ IM]_KF0WW,"}>$=OQ:T|'.*MWW^C"B[T =<0; MO@6UKK=-.2252C1%ZZY4ONT&?G#2KW[W!M6,=8'|ZZ]2C1V5$]3RHSCD+ @! M3"$&,,Y"@"A*00I1!G.61H'9Z,#+69I9]|\_/*[+9]:U6P-8Y++OFYF7 VZYU1S@L^_)BAA9.TG0%X'$NI[.5W55EO"L?4+%901902GD*HC!C\G@L 7F6^F*# MD;,PX$G(8'AI749+:F8#>*XRHR7NH#:C TS/H+F!PI?HLZ=QHL|;(<7'>2) [0_@,_\=1CQ+$(Z!<(&$8P03#G ,(X 3 MG@2$"K7/C?K.3M";6=_?.DG6G,),3]L=(F&F\B_3-(?Q,_?3RS3%=#;):)S: MPM,,M$0_GFBD=YME6R%RS^AVS; [PKTR..'6RMGMS)\>D54_LS;/L7B331^MF M/PPCR#)"PS0$8<1D^E+&09;)[\V$)6&81SS,B(D1L.!A9L/01U3 MABUF+$#6LQHS0V? H/$RAYN'GM@&9R@Z7085;M> ^992;)!=*XZG5CP<&RS7#L M(3KJEG/!4N:'K&_5_ UZPUCUZKHFTS+GD,@NE3 M5D?2&WH:(X+/,!Q90T:KL]:Q=1<[:M40;GC2]G.YY;E -]GL>C_R[Z8KB+]I M"L*ZAD+BUW\M2_]D$> ^,OF7T5OTXYVP&42Y-EW%(^(X1+'8521Q! $,Q:<\ MR!!(@]B'/ ^8^)_148)+[F:V"ST'5ZID7/+@->B'1W=<6.7ON'T^FB<7KX6Z MF3WJV20&?%YY^`]?0,R4K2;P]6|K6F>!R]49B5/>ECU6F0/6HY.868A8)I;7 M-6O]7>?SF%.8ARD#?HPS /X, !QD 8 1@T&4IRQ-N5%Z^,'R<\>A%3'#M.Q# M^? 5LE;U4AA%F16>6[NRG17"5I7RX^+*YQB<%.\H8/GW52*6M*TIBC CR DJ3 $/.,DIPU&"B$D^L Y1(WTSSQ-^A2)5AY6H\ZFM4.GILN6DCA5= MB^0? KC#TG%$PNM<^VU(>;ZP"@K,,1X'0?UF'A7 $\B@A(F"B+.4D0@:)UC* MA6= ^Q>ZR#"4M\UQ*)?]X"E\BD)F:ZLEBE2(Y9/RBK$BUT.*)D$/V3^4^OS= M+MO_S88W]OV(;Q0GAE@]QWF[.X>*GO88= MK[>(!T5H]>6\Q>80P!;&2UR D';MKBNMP^/*C&NX)Q53'!JX:"K3]SPK3, M>=#MNO#T]WIX?&P_6$+SIM^5\N)GIIBED, [P^[:'P>HL:DEL96H'P?"=:KG" MJW3H>?-|>@'5F9]CR' .4I#F/ (P2XF: MQM@,0ICSB6G&D?X8S\$P*&7W"));NP*,#SA ^C*<|HI_|W]>G1@=QQZQXMDI=U M8[Q!SS+AM&\8B'D6LBC&($LA C",8X 1#D#BAVD:AS|"";7IPWA(9FXSVG<6 M?&RIVC54?(&,ILVI6%Y#<]6+VA&15FB*>%O1<,\0S5U^D ME<(&W)3K@DA5[W.W(AHG?A8F +,4R8R5#."(A !21%E PL#7.]*8)K6.=LHD M^)ZR3@Z(?5Y&^GHA"E8Z.R]6.96>4\1>@T%'A'XC!*/W7)9#K!XO>-B MTU8C%C59E_6V8OM3 ZG0#.=]66), RP#U^>0T"3R(_#+/#3P&Q^FQ;9F15\ MET0ZX,(P;TT3/CT==P^*F;Z?PL/;<^#X?,5.:L>YL1+$7R7I50^(<]FLFG>; MY\UTCD/;<$E.C7V_H7*H\"K$B-"$<)!C'@#($F$;PI@#EA* <^Y@P"+42_|>(MS&P),K)|TRXU)5E05D.3]=-KSB(TKOZNY#93=BN1C;)PIF2RRL@YN^ABV3E3 M8@TS=2:OM:S\O2^K1O:[_+AY8ET&R JE40XYCP 7$HE7-,L!(BD#& <|P]&F4 MPC!=/;$*E]K%O2?(F'PAA\2TOY>**&AD<]AB3]:P:/<4/GKOX$ME-E/"5EC5 M"?>CAK#FA;0CTKBJE#U%8ME2V!$ACVI=QZZU4|;_L^+NOF'T6GS=T1W|O7! M4- 4+BM&VT\JP<-LN96NW_X,H\JGO$T"S2.R2 X) AL,(Q'G,?08)"6*C_?*% M_,S\INVY ZAESV.[9EFTY=&K\I9%5LC54Q7_L7, ESZ4/2,Q8)0F]F5GC&O MX\QK6=NU)*L/ISUV+%\- ,@IGV>@[PLN1Y;J4FT6-G"/H7MI#5\N:YT%]E57- M*D@7DC! <12!+,$,""\E!9BG!&01(@C2-$*A5K';P:HSFS'9;*NHFT*ZSK\R M)/=8G=:H!T /41BW.-:R&? HC=F(9)4<=B7%!8M1^K<62HH[8'R9$'?_1(BV? ME9_1@]:(Y<'E,W_?;]Y_\209@\3Z3HSQ[6E!&;?ZDGFS;+A#]FURW[OUE@N MV_V0Z8/L]A=_,O_&? BXW7[=K%O@X#JZKZ9ZV#3TPQK=Z7Z'SRXP|=:T 62 ML"C&&\;+JJNGO$3[4_9(]'<.0$ M#?&L]VQ3 ,N)\RP"E- ,P2!C#E/A _P9C& M-,I"9E(X/2.O1E;#O- [ZX["VL.*2^^Q*I*59XE)T'^A-L:+34|[>>^&KN1 M0ABWX)[MB:(D8A2%*> P#P#T>0HRE&&0!RG62[GF1KU ORC/%$+|Z9BLEW/ M!47SW7RL MZRVC'S? M=)Q5G!$21&D"XC1F $81!#C*0X B%H9) (G/C Z:G7(W^WE-2?[A M%8JD_4 ,M\]#-R#U2BB;1K+VDRZ&C!YL*0#SZ8D8DMVK_F2ZY5B\C+O962ZC M83- Z2R,YI*WA>- O,\Z'+B:@XC568<\,&'E]=.=*A:6[%P_ - 9''2?O7^"D M0QV#B?_U.:&V*/U060VZ5(ZBH77>><3$0YL<=EV-@>MPQ*]3M:80^R&I.0ICFB-,XH(;'3 M+84%DS.KL"+8&6XSRV*"M/N]P050++5%L&'QC[53N !D MXPW#);3,]PV#-)OC)3"_7S^N*$F(?[S*\R]=S"*^X\(.KTI<".CF5D9T/1Z MHE>>(%L\%70K=@? N4@>FQ;/:$(PLN]B68%]TX:9 XVI++VP@R=UKC_(MX1,:<"QOZGD>/+%EYGRYQM;Y&#!G#+[2E##7)\?(N:[HTEK-AXX9K#FS03X\KNQX\B13WE/]9Z73:/[L]=SUF;P& M |L\)OVZN:"SLPX6[VQW0S"SSLQIV9$%IN_IF%^ <#T6SNO1=2=_&U3"4?U M;E^\U^&&4HY%_%R]8C+6[AQK]<-ZG M&&GM 1WRM*##..314U%XQ@(^#Q*'PTJ:V'LUJ_W\,?/O.\BZOMC#I4F MU?+5!]H7G-]Z,5[.'3E[CE]<IL8PO.NVN5+7Q! [U!F\;-%VEO/0@56P3# MM9I<7RB4? >C;7:OK1N"VPOV>AZ1(B386PGH|NO*57S!M%:.C ?-V_18|&@ M=??%0<(S2&4%9![D(8 <89!E 1%@!2&+:48Y,DK,']4V=WAL1UNYV|#8>!UY MPP9JHXCIO<:=X6 8MSH+@4-+153NU45K+=E33$?NHJ9K63>:ON#:]'!W M4S':5 \;HUJXDSKZ"U?;QT_B6:F,^U6 &Y*'> "4NR*'8H#8R|4$P#FAOS*B#F & MK7,/>/(^EXWW'TQ<0)R: [3U#,"<&!IN5-GW\]A=M6V(G[W?N__.9/5E(QYX@=?LNJZ9 MS+_^%?UG62F"ZKOILQ2%,"(@2](P!R)70%+&."I4-TD[FD8&0T9,*]LT]W MG #%BK? GQ6N9D771BAVO50(:C3?!6<\&S(2>F55P"IRQT;" P)$9.;&\J&&Q M@.2EJ:%9POP0OLL$.JFP&-PRM\=N5%(Q%&7Z0-U2"C.I])/CW-5&G&#;ZIQ\ MN.YBI^,GF!^>B9_ZL^5)>%DW7_A?RY+6UQOZC55/!6'UMW)=ZVKP|R/> 1S MP#+9YH5G(4 9@2#R(?1#C/TXCXR.Q2=)SNT/RW0EX1A6[(EMMLRP$[@&8IJG MY$YQ,'2,.P@4=0]MJ-?3]R0#LS3KUI?7U7'Z-,%ES]:U 3@Z:->_TWP.S_M- M4S3/JL.46$B\1=^A!O7#'P<LIBG+ TI3Y61S@*-)Z'4X1 MFEGE6]+>@+:+ <2X,F9T::@36N]RXA,#RWLI3>:#]/CFA6$WI&%UYL2H^,>,-) M/5K7FREK^8\&K7Y%U3]8H|)SOW|[K>]RE9(2(Y",*Z,:00U|W)U.B<:6=XR_[$?SA M7YEP'[:DV5;%YJYK]4$AICF+J'#U YDM&D0 X30'44 XB?TT0"PQ\??/4IK9 MI*C&'L+'/:!LV5/E/%IZOKX3#,RLC:7XQF[]I&B.O/GS=!9UXB?%?>F[3]|@ MW9N]8L(DO&/M?S]N9=9Z6S\O6CNWV|KIGQ@U:<"X6(M/)%5Q'A(<1H#AGT" M8.;G((_\#"0B_;;>N-NV$99Z2C\C0F:F MH&?$^C2<]WINO.^"';_GY\K;<>2T\;4- %.Z:61M17[I!M0TT)YL.6RUC M?A N35D7VWM7LOISV7QE_]P6%>L[KQB7PNNO.+,5&3#B4<&)MRD;85$4+[M> M/OKG[*

*9(31_#SP.2F2$9XB.94,F'7U_@,T.!N[GL5D?]!F06BP28BSX,%%C< M;>>-W%0E88RJCO??D&K;\82*M2SR_%!6\C?[UAWO&&Y64>9S[B<(S;.*.F#*
(PLR7IV6F[XM2"O,I%&8PB13U[@)<5D%>H<_BR MN6>5F?=BC+V>^S(GHF9FYQ!,25EB*6D.&A%=>=<'B,K+W#DPMF X\F",R2_J MPMB"\]*'L5[G@@ZV>+H%/#
[9T+'KI/M5SCN5*8DR31_=L56 HCS+: C\G,4 MAC $>1+*0UD>AYA#["-HW,+6-9U^4SDR:0 MB[7%7|B]1X1L:R;SBI_%E:VI5%$NB]ZWSA^IGKU\]0=E9E0=#-AH:Q_[A]VR M?
N7MF?<37"<37"\61#W=F(65:?]7G57W@W]FES]XW=]2*2 M%4\@B4GN@YA !B#!LY1K=;D#7;*>W#& M_HTUS5]9D>L-_ZPCB(I*_G#3C]6L5U&UZ\ M3&N34=("([LAR'Q18V*'3
O+8WE*K9'8%T,2I6Z#,>$K0CB29I1",((49F> M$P&9GB([,),BWN"WAX,]^W3)]1R5/MV?(VW/D.%7& M!29SG"WHLO!Z)PR&((V>,YBN95$$I)+]5 V&G'[\4&
[:C<]UTU0%WC:]M7K9 MC]-ZSSDCPH*^E0W8]UH-R>GNDGNF%<61G^1!"]A/Q8Y&1]WS&.? ST(:15$: M\D2K[:5SSF:V<-=BF_@@-)/LJ$O7H&W\],9KRN[CM8Q-
"Y;Z]PWSHP]W3VS< M,K[]SX5]Z=O2_+AE^K>=B4(7UGL_ 'MKGAKZ>=D5@(V!Y.CE6-,"2Y7<#8'3@=U:K,0N""WZVA:[R],$A:A/I:OMB 7#5P
Q3()SY#&91$H5^LA+LX/*R">,F*CDD9["=W4|^(@/"+D:%7S3L>YF$ MI7-SB0BJ[R>'/SF:Y3U'^M QD3_ /.W1!)[S5UOXM9^$LWRG5AD$ZQYD5U>5
M\\/H;:EVH3>H:IYORJ[=+204B-$WSQ\WPK^6!XE?F9HI6V[>H+7\>16%% =9 MF)&,B2T/@P]@,":!B2.(NR*-";N#LCC[/OYCMR'E*L&GA(,ST3#1_V]9$V M,U![?
@=9!%=>R[+7\2PW%NU)BF);MJ!6C'L=Y]X;V:BCX]W;/[>. ^]=_< 9. M[NL_0#MW]U4?I)GO.R_$HU[P3*27]X?GQ>[,YZ9E*6/S-;K]KRJ;3 A/G>N MTRJ //?S*
")3ZB,TK'\1\#^ M>W:IO1\<&4G,:LL21]# &* WZ.L:<4+#@A$2<1T:UE@:TY\Y 8Q4OJP?U MBA6?BY)Z@K2+3?!D)" ,9&5^,C^/M*!&R&Q!<+#&;=2)^F_?878]"HK?E
M'E_"NKU,^YSH.F9#0=0&(=?I*""8N\: M>#]U1, 'MFQZOXR)Y:['RTD]2_=R&1/U1,^6T9EOYJ49M9BWORIHT3])#2BK*Z MD]\4=3O1K_O.G*M=R&WC]?1=PF$4W'0'BVW
\B)X3../>N).Q!0G%EDR3J@G MSXO8G^9-MFEZCZT/*T?)L$U15JJ3"2-10$**0$!2+G8VC(<^1E@*,9^G*$D M8T;>R&DRLQ_.]T1E
@H5!$VSZTYBH^=T7"ZQF>$Z%+:EJ%JWNO$_&Q/)68+; M22(+[!"-7]PDO6E*Z M.G =)5!;L&:N6X$?]GIW62K]!O%QW:=%HOK^P[K_G&CPA8'572,)BF#001H
M*F=`TR@5>QF< 4P@Q13%>9)S(^W7HSNW&=AS43U[*C^/"T8\NJN(,/1T=.'4 M- ?N03*T"P,&/,F!)UGP!CS,4YIH)KTPO-WB4%>,_RIY M/_;KD_AG4[,:[2>!==%)&".>9WX* LXS
%F"0 ;#1'@2(4MBGH5!KI6U84)T M=O.!:U(5C_JYS4:(:9SQSH"#F87H9_7U]&2#_I:)P!%]%L.$=&$R./N= 2Z[M(V!GL)D=!AO*/WHFK+O6"S8J7F:F54'5!\9\D-S_O M>XJK@M!!
[5K'TI7W;@\+]_:1MGBX:BMI3'_9=I.V\!RUH;1>Z-*.4LK163 M(IZGN4RC5"6>_.^#K+>T"YZ(_Z>WZ.L.S%+(O< M(^T8]D M *7F)G@6@,RLS!Z;0>V-9$-
M0C>D6!>*A=T4+8<;4F/Q76TF]0DONQ$T!N1H M$V> ^@G500X:65=4:E2T!?A.NT\=-FZPBO:E=H\E5AL(DRE@$4"PV7Q!2 C"* M((C"R,_C!
=IC@RC&9JD%PAC]/21QXX5.9SNIZW<+Q0;F>W9,>2A'4?&\0U= MD+4#&S- 9Q[14%DE-T/4?NM1V_RZ_[_U/WKLV-&TG:Z%|!O)|88T>H]N!2
MN.U\4JO5WMZWW5)TRYZ8XP^,ND'B# 5H 5*V]M>2*@ D01($*HL%9]$_$C-U6 M Y69#Y19M\PGK=YD @&P=X6A*WCNNPL@(#V7%M 1S$+. +B-V?T>RB'#,/)ID
M*&9!@#!)0I0D,4%"^(F?"#]E+(+$EAX9$P>1?2JXN@F%Q8<^1/0"P85VPCQ^ M;^+!3:8]KQZPQI+[]DF8U4\'3#QVR*%'S3SOPZ9:YJ*JKMG_:)8-U_V779)S
M'+JQG|HA$GX4(^PF@3K'D-,I52UIPQX!$H2'1(V\3YA*]KIR+X@.WP0-CT_MM04&S&'-<0"[KHZ!EGQX4-2LS]QC|+%7:[US68O9;^*E*&M.W%W?5$P]FOD\
M133&ZLXD"E#BDQC%PH]=@;'+0M"=R7E1$[OVOL]N1-]89?9'K@T5^"%60 "N MNG?V[Z5.V&CVO&F6.!WV"]75K/G@3[7:W;@=4,B\'7>>|FRUT*T/&^FU!
MTE1P+_&01T0H-^)1A$CBR;4SP6%$Y!]%R"&+Y3&!$Z^US)*KCXJ;U>%UC3]V> ^WW8,XO M&%]%F<;)A4[8N-?(4W(&^;5;" M< M/]$Q\Y%+(HJP%_DH(7&"O""*])=F
ON@7)A1B5-/>(R5FXLZHHQCIK<>M8H$ MS&^WHE'9MAX\H#IIQ=M/=!ZUU')N\GEY[Y).(&K^N0S@\1=M,3/=E^*%+/G' MMF-Z2SJY)6QKF$\66K>RGI%XDP0S[Q%7-
\P!'U<8A8*+"0NY^84%#":Y^0J<\!#MI[LXM;H6^A MT7/-2PT&;0\/:!UK^YW9L,(C8Z;H0;X5\7X]QH^,','PA?ORLF1NJ2O9E7B/O53%"=!Z@8!$SP&!2.@_(G#4:,-
]M5Q)QI[TF^,KE%+.'XU:P* $!5TO+$T(2PPV4<1'}X,L; 4H*#29PU1AM #MG)/M'"D/"DC=|R7][>`K\+)O>GZ[=?_]6^+Y=,W#SEC_=R
M0Z.9O#$\RL112PH74KIRD:T";7-$NSS0-K?B MH7@@?RD:(I4#+*,>G"|"=<6]>?ZPHT(PIA2A/U(U=$SC'R:I!Y)2"!8;)#] M<(%*\Z1 /*A>MS4SUY-8<6>;.:0NG%Q."I72S)&+C?
5J1Y'3Y/H[I&:F@UY0 MFG\@W4O,:?&>AKQR>Y=>K^<5,4A'7[GP7RT?AQ/:#*Y%+X;)VM6IN28S7Z]> M#-GI%>SE0QI&2L8VSYM:9)VDT<.+U&;[!VF:A8F+$?5\%^$X2E7#X
"%G(24 M)M@E&>@X5EORU#D7>SW:_*1#Z]\O8)8 2*4PU0]D42,$"U_7=S6?G>KTNEV>2S MWG*AWQ.5HVBQL+88%LA2%ONO $"'L=)>` $/6&SXH?*2LN?
UIEBK&GR!OF6D^NP6C@,D&OC#<,8>(GB+AR+1M2-R) M%5$:@5["VE)LXE#44UTD84M)=_+LWS MU72X",##UD:#*V>GH|/I)'LMKYRMGDZC:-UEIJ/JEES<.H>M-?
3L$MM>KM9[ML-U: _,,!:Z|\0T+U(O\48:A9]7D^4$.T=[Q^I$?D,Q-4$)=N<-E,4'$##S+Y M<1E-LL E(0=EX?6+F3A6*J%(2:T[AU]Y2K#A'?D9F/2BVN7&PV)4;?<#U&YX MR?
F@6;8*S?N%S%M>/FCH25'Y\-,P-ZW*]>*^+/B&K>_*M@M ?:(9>1D<-('Q0 M'(M ,]@B<,Q\C)*8X9A$@O]>%L/3.0%4.V;D=T>:V/GH7]X#'ND#6MAOFA@
MJ+8CCEDS(+RW8[[R?_:N][986=QNC&CMNXV^AS,T:A8+F[S]7+]=LVY_)Y5 MS0A]5]84BE+A19KR,&59A*CJD82S@*,DHQ0%'M9$B<>C;6Z9HX)FMCQ&M%.
M*_O*J:5+A)RM?#W_&X5KV]M@@#S1W/[M=U2U[B!VQDY1..=\@|QQP=>|8' MU35OZZC:SU_8V.'+CL:/TI2P*$HECB-_"P(C7HW?)F) M\W#?9<"-[LQT.3I^$IPW<
MEO4!X75.5F_5LGH0?ZT_2+7^19M <.[!J2>_LBQR46RJ0[]?K1XZZ05G[11V M,5NF Z>\8:N=/%0.3]V5I6R$,1N-!A+.#CI:AL*86B).*!S["7I@'H//RLI(E!=) ^ANB5:T$S[&8=(
M; ZS8CC,0_]#SWW.W+,DW6=?@#FEMW<_\NQKTYHTJ M3VBS]YJ+W3!BF 1!AEP6JQ.<)9N!Z*:*B8/[G\B1:-[Z"4J1>]2JQS(%?/
M68>A&794:P8#UZJGMH[?:P.,Y@?;J/59D\$TN?$'XB;YX-KQ2=X9=G"3A:^F^#C=[#\"5YO=1@ZPU9K=X42JNB2*[/V>NKZ$_+G.1L25:? M<\5(42"S3H[:<&I% .F
@D6TW:=GS]J7#F!#UHH&;< M!PIBON6^4%]BWZ5/% 24PBY1A6L^ MOW(W+6+2#U5& R2^(P^<9AH91FNF YQT'- 8^M@_IE0RJWS_] MEI/GHEPQ_U=P1:%7;/+U?
2F>EYMGJ4/|:%5M5"7 35&MJZ]BO5 3,X\"#S$W M"Q'VN4!4?B'D15'F^;'@PO4,*LXO5$O+G2ZN.O\B5TK_Z6SVRCE5)H#7:-@I:1U#DBNG(YNSE8YYZ=6O9_K@-
:|L\6\UO'*D5K: MBVN6X+(4[B[59M8H: FZX^!H:UC3TB2U0]K2C;YM>W3>K^2";KW,LFH1>F&4 M9!E!611QO>BON/0H1\P3<9!X$9>!$E;E-")QXG76OB'LRTXDM$YI##/-
!95- M)(KJ:(^ZMCO)EE%F!\O].*P&94R:IEJK:]3-W-QDZ;YUN5>.*M@M ?:(9>1D<-('Q0 M'(M ,]@B<,Q\C)*8X9A$@O]>%L/3.0%4.V;D=T>:V/GH7]X#'ND#6MAOFA@<M<6*W8[-@
M'O;4BXR!>60KQB*+PUGE+RA9.AQOMEJE7C.Z14K]#\ 3/!3S?YO"_5&LV^Z* MRR+_*'^HW19S8(R)G:$CVCF0[2CA@,:80S ,NXQ-!& >9&@\K#.FAF5F_3&'
M!IZO2Z:&>0>],G6>-UN8WE;KY:.J8TK\-HIC1DCJ12E* MF9LBG&4"D2AU44;]D 4BP(2"\K(APB=VZ:TJW%$:..+4*__YO7N3^#=A-$X*G MWOIU*I1@;K_50BU=]Q
YOPJBI#/]PXQD8K]MIIL0T?/VWS0 Y:05I]D8'G^ M_O7E0=%GZ<[IV^@CK-(]B/P18F&%]W]GCRODZCI1! MQS60W=9ZK>E)GG;G+&@B*T YJL-<-:A !^68WI'KZ+
['B'PC[U\)/PR#%,O9R M^2$0%H0AFM(A2P,$[IX6$1:1!]I7*#%Q7#F;?'KE,*F%4Q.=4ZD'H,3/%.[A MB#,7B+#P TQ.E7^E4%5Z.1_F01505SD#NF9EEU.A#"O1O!">P0I.T['G*_"|
MT/J# ^L]+QJ]O/*+N]W34(6J1N*Z;A&F*XI02A%W.4>KZ&?($)9[@+*41J,)@ M4-K$45VC]9PAJ40O='I+16N P"+T4T7]P$%!-#-MJFF>B5]3Y4$T-F MGZ6;&'S)F)SIFV#%]RC?
0(>)?>].78NPI2=:O3G7]D^,X(=$15MEP/1,APB, M'[M<:CSP;T\#'U/? MO"4/WL/,G2#K_^OJ M+0N]6N>/ZT[WI?E/K;_UF_7?]9\DK^F', .UY+_H^RO:]2\I25PT"_]W5+3
M2729=Z^S2*7NM[95+!_;^Z[!Y\/4O>5A_V'0FO5&?0OY1/00@ M;3"%?CP S($Z\'1G,L MWCS:@,Z,X<%4Z'Q<#Q?"192F.0^&AD,>IXG-(49*)$,4)YGXBL(@$J$_
D+"I+SC+9NVWP&C2/!IJMJFPWX3N!'?F"<,D/5*JMCK5O6BZ(NYINQ+L)FD6A\B-B(*

'

*WSR^KXDV(MOMIIW!W0=.8X#AE2/X[1#B4(2I)596(7)QR'J484P+Q:(CP MJ=..&"LW?AQT]RWP;(.MV]-[?J=C+RM2&CBX<[\46R MN6TPM^U+.!PUSR#7|-B2" (,=T/-G&-
X;,)!?N')$\;YA:^B7"_J2M1MZ]3I M^'X5Z/*01&F<(B^(,H13SE BT@BYF,89IC[/@"4L@](F=JKO[$GPS:H^,57" MP;F# SCI39[6K >>),.%-EP.S:V2,\FJ6SF! [+FS@0<-[LG_T_C)3,_
M5D5PZ[J:Y96"24>&$HN-P5BP3A*",H"9(-M>:Y4R8]G7L@0@6@_(E]?Z]-G=MWY;2IE7+5R%8;WMR1O)3B1?%B;[N/U.0G MA6J)OGO<)
(@$^7B7T8LF>,*B2P?:..O5,@$-,H:/,E7-C.PO9T'YKC-UATF?N M7VT$65F;.K-A3)OYG26"\RA-A)>&*|"9AS!.(D0B-T/&3P4-6. +KM7P=ES4 MU"'N0CN!__[?$]^*_M11ZP$9%
[/FO0=/7B/GRKE>RU\KNEG7:Y!UX=R3.K1. MP9C*)!V?!FXSWKCX3_"'"W\;R;VM39^GUXVS|R3][4CYIK@%]++#N7V MG9J"'YY(?E<75%6_R'"6U>?
\7I3+@O]=J/0YP;_E4HH\BOHO56+$KD!WX?M^ MB)/81YC1$.&,92CU?5<5XT=1QJ4;(.^,=WG6DN;_**K;,91 MM^%";,ZSEO8ZK<$JOT"9K);8C=%7SM9LI[6[>;1):-
JG.UF<'"ZMC)EE%F!\O].*P&94R:IEJK:]3-W-QDZ;YUN5>.*M@M ?:(9>1D<-('Q0 M'(M ,]@B<,Q\C)*8X9A$@O]>%L/3.0%4.V;D=T>:V/GH7]X#'ND#6MAOFA@<M<6*W8[-@
(;'&"^4C@=.P[JW;1>,*#*$;+|\ MI2PV+XIY5GK])WB#PX$A)HXY2K)3BW9:V5?.IZ)8YP6$7V0(@O$[/TO6PX+. MD.$3=!S4L-&,C&=@W/GX><:-.Z#LT7C\@IN&KG-?
[6L%ID7,LYXAC*?8H1# MUT4T33EB3/Z14*YR[<#W"<=2YK@U.)H>E5A@ YI^@ #')>8;7"8#[+8[.#^ MG$4VC^=/9,Q_"'_,S-ZC]K,/PV?'7]?E2N7W5W=9DRP
GAS/CS"Q5_TJ=R^E MZN)82U=W]3U9(_]3Y 2XW.D'1!@'JAE_P1SY,BM1E/EP+"S593CIG4G2HVG M#4HR5]O/.5^^+OF&K"I806C?
NU/GGZU4%]6=3$!]1I^=XXYVJ8DP%SNRSG(Y MY) M9E4;?0/.5[LQ8,Y!! M6?YE/U':<#]5S/UK?:+XX5II^"^-*QF^9_%_.MI3R^[NZ=/4S2*>^$AX:89P MP!.4A)&'@B"C?A2EF
L,+%PX)VMBCV@+D:3H PK=|>M\,&9Z6R9+2,;]E$G78X1EOJN7"'TR\L0.NY4URBXS8O^P.UYD%09GK495IQA 5F",1!3Z+/,*)|%1S/BQN\K6> M?$E4==Z\6N_L,N2OG'R 3- $-
!W%GCTT8,I8I#EU!|*\EO9YO/DX-2*6D;. MXE8<%C8ON:%X2?LBVE@F)P$+A'\'H")W8 M-0)'.'L<.W7%W6KA_*'T<&I%+B&T/ >HWAQQ&R:8XU!Z#(^S!&3!^##/"J M_>@Q1T
89,L<>Q=.\O)%?L'5_9,,XU\W#84YC0/?PRDB(G'EPC|.$*5"KOYI M&)-8+FFC0*NBIF_PB4- +7L,Q>M1IO$UH]"_K(^2V?D\!08G;'>>^6J4M6E9LY>-.-5 M[!FL0&M,*S!97O&>
(C0!9RT$@TL7R.<%O,>R>=3<,XOI\?<,.7"VMR;SU](@$4 W9RM'_#ZZQ] M9_NLFT*"^2X.<%%;UE\D;4P5]Y?5=Z,F0@GKCEGABVNFI/QYZ6G.6?>"2/-.MV0?-
W.U!*>\6!6/;VTA2GN_E-! \BPP*AU'2V>ETY M^Z^XT5]>.+,*G;709T>G60.E51B/PZK=P0V#\"U62]?Q5Z/VRP3,'Y7?R#5
MDMV24MV'5_>BK,_IZ@+|'69!A@K*$>JK+9812ET2(!3A,|-!\P 5Q<9DH-M,?DM-5G57]-V[=)%<[%G|U1ELM5F59/9D:K;/-
+P7&RORH$AU^0;:4;8B9$'!M16FX.@VBCD2.OJE9RM3]]THNG"?.7L M7KSI%"WO\[$85B_ RU84-5%AWJ!Y 4@G,?*2L0R*"O9ROLA_/M;^O^W9F@2)
ME\9RW^@2@C!/(00%B!!HS")4^XGE&CW!CT09^+ MA?L"4*#$MD' !H..1;-MAD657HM-.OL_6IH9^O;0=@< L+Q_V\6$9]^.V#>,6#[@^7Q;IN T'\^?(:CQOU M>-
IQHP"2F(Y>F_HPZO;...N:L7(C^);.?Q&SA =^)F?OD' Y>Z<>HL2+4!!3 M$C.2)G$$VI,8J3&Q6]Y6Z^5S3>"S+T^X]W_S(O=O-@]YSF+L1B$)1,A0& 48
M82\.$/5=CDC(0H_)%9/&>1V:P:,X5=@>XPSA?&KPG@6=&VV2L5VNW8-4ZVV&^R7] /M!@=-[F\W./R*F8/+I>3S MLKF_NL[Y39&K-
1,QEB|HQ=^\0QZ84N\1#+%'YIC$)49+X"(\"D^Q32F M+L3GB>{G#@.=9>IT@ -U8#$ "M>6)@.+.+KM7P=$6 PF<- M+&; ',<:PU!,]Z]G7@C-
W6QW&0BRDD]]YB*ZCP)?.0E./:B+//C+(3N,6=O M7%POV"VT++#Z#D?XN9IY&Q09&&VU)N].?$;([!L(9[$(T^;KP^^O.Y8U9[0 MB\2E-!$88>()A-.,HL3/F/Q3' \OCFR_T'X-
<6O@M3^JK:'FE<4G5]V]H4?Y[C5#WU\.]@60 MD(BR%+QVE8.@X'JS?BI*E8ZU()$78<|\+4412-97P$%'L,T0B-|.$QUXH0,N\ M87%3W^1MA3=3RY5#=1+-N3U& -2;?^S! O.
[/2+?&T0:TMD7*?RT;;3'^ M#PN;E_!?R_ 3OG^]MPSHZ*0=12Y4VY%74;YW(B'HJU*N%3ON$ZL-;Y[!FO5%@"D) H\C M1DDH5PUAB$CH^@ACRCAE(N,Q S&>
Q68.,ALU5&NU+LMTM7HRJ%OW1^T]0"@ M3=&AL.NM-.8$$WB?91U'.#.9(1BVB,N@XN?E-3,$YX3VS'0,,;VC0F:)907\6?]5]5BR"BPL]<%S$14H0)98@2/T"AC,_W>;KY?
KM]EF4CZJK>UG\N7Y2]9PD?UMP MZOF\3J$)O0SA0$0H\01'W">NH+ZKZNQU2. &Y$P<(!K)SE:TT\AV6N'ZW%!# M2 W' HOVPYS?
T'00>Y2&849$4D/CSL8II6%QBE82Q0P%+5OY0Q[FIENIV5,(];MD*=6]HCQ4(= M\A@775>\P%HC)]0WU,#]SAAS@>,=CSBSRYTQZ-39SCUHMI#^1>1"CJ9Z)O+G
M9;Y4U€]6]0+$]96AO6(,P"N0,R%"(8R9=+V*(^%F(HB3* A9Q/V&@:@,MJ,[M8ZM#@3M%#K2 +9[U$-1,.UO'|>,X74@.%=B=%-J_50:9,&G9K"=SUE4S"(.C M13/L9?
A|PMVI]$=`?3O M"#0 &;\:L(%S-6'8)B Q%'?5*.S?XWA9SORUS>U>[(/>,O(?>]%544UZ^/ M===4B6V_(:O5V3Y8<< 4X,LP.CJN]6+_*_U^_RG#W^(Y[65MU"*4/^-9O#",M M=
[8%#]R7[2$#]6L=FTV=>G#L.3U:Q\@C=]9ZQ; /^ZT]H" ^>PH!E,P M*6O9:MY3_/S0\[83'S7QI)/X^!MF\N^NF5YX* $4NM^T?BV>RS!>$I]SW,49) MF/@()SY!21.'"
(=1)*CG$1&".'Y]!4QF]-5T =P?=)YHQ +OO_L!TML57VPV M\%0+,#%X*SQHD:6M;[^,6;>Z@V8>,VV'!+]$'M#RNNRKKND-R+$8!CH+ "R+%&FB>&M.[,2>.Y(@^T):UH?
Z_]@7JQ4I M*^=%E,U=\D6ILF>AU?-P^X#!7/%D=5;[(_1FA)UWK9$W?Y395&.V;W).FT M9X6^8UKM&!##Z;6C;YO%DD_+G.1LJ0ID5<.B.AM/55TPGW'.1(+B.*)RDD\"
M&3P2A@@E2H'-@O$PSS>Q&^SF(U99 M\NMS4F9UY!%3CSUW['$#)LR/XJ44&Y*-?+_VW^G'-%UB+4G_?T+9T'M[K*/VS!"5J*$"[/KO@75PH]3#\P46H[';W?^6.!F$??
^:.9499>_/'NC#X>C/MT0F0'25.GD#L?V^]% MJ\W0M$XIQY'>@%1/ZO]JKRZWDHJTI>?N61RL.W^HNG=V?E!V]D=E486D@CA M<6*%&\K9-
$L(HCCR$>7<%UPU:_)@K$8VM)IX"E65/7*ALUKN(C.3>ES5_W3$ M7!UZ0BUWRC9__^=R_22WI.LGH?ZCN;KIKYG[JV*UY/4.==O5OGH20@ZR+NJ' M27T!5*EN*W^JWBE#
(U1;MJMJJYR3K8H_I4*T>-6M2+?[>Z*W99C|Z\,F\9OZ M,ZM_.AVY5|Y>):=YI&U5W/UA]XU)|%VL8F>+E,**3O,26=B$\83\PNK@IKR4
M#:VEC&)"#DU7XF8CIY=\O1!A'"0L),B+4HXPB4.49K% &!-7Q!IY;>,:\6"G/-M2)HX/E_ERMB[%0REH3P:D5X8LV(X+#3M;-[+E)&ID]3)5E+30G;.G5AGB65W%M1VLOC9"M7;J
MT':G'FP%,/F7TUM(_$A? QCG[C_?M*6[Z$/],>)6WTA^N6N7"TM/R97-U95U%S@7^\&)M-KMGDL-_G=6DQ@\BC M),()$BE-$0YE1*?8%2BAKI?R6 0LHI
]6*^4[<_'OE\#:,_]L="+D1=;"-ML MG6.=]:A"!RVR%&+Z94F<((*ICS#E M+!D1=-T,~%8&;!90FD+!\-960]DY5[5&K>IL(4BZF?
MHRS&7%=1R@)!)MACZ8938G&2AS>D3>Q(6$5DW Z[,,]M&,,^BPB 7-' M, CP-"L]TVRE6XU(F<S?M2I_TD_0KS==,YTK52*=*<>RCV$)9Y,<9|@*M>V!-
>?/,I@,%T!CS_S_*UEI.F$KO>.(7'?ANY* MFU5CFV7)-]MNZVGI>YGO>1B%5$WLB5P_D\P-)-9AX//0#;(,5'0Q)G!B]^^* M!Y+RC2&E-[',M!_FX5W)38>]O>P)MKJZAMIBWAL3-
R_GGJ;O)VQ[NN]=TK?F M9D6JZD/|6^ME;HP#5_6N4UE>5$2(<#]%6>CCV$U2$KLIO"%-5\3$'EV+&/2 MH;D"[WP=IG-L(#6&KFU>;K&/GW&6.WL9MN.1%G$I(X8\/XT0SE*!
M:.HE<@82?ARS))33$XP=NSO\U-OK7;-D,^+]0R@TU]+&!@)7SMJV&;!4]YE@ MC8WZ8/"96:?[##MEF^Y]RM"=EH_Y,ELRDJ^O&5-;9$577:R6JDOK/HD,Q!CS
M718CX;O+H#A@B%*1HC'5/P5C5' !@AK>]IZON(=/8S,1'V:85;,"@3@('1E0K=-$" @3@('1E&O/)5K)L>\U^*MJKI^)KS5KP?:OT-(P]N*7+E!+N9CU(?ARCE
M:9RE4<1]#.K&8ZS)Q&'GZ^99E.HW'EAY9(ZL7FR9!2]8N)$J.8U.SD]*IY^= MG5ZJ$*R[8V]5NW):Y28I*KH8(DNQR5R/6/*HBV(O(R'V"/?UVLD?#SSU>9^ZIE*R@'=T!|8/
M1Y%++ (>8>D9 [I8Z]/B?7^O=G_F5)Z'*U7,LE0UO, MLYMF_(0)JAC&Y"8A1)C10/6@25 8QH(:*PJY2$3^'E14[M+(\U9[14 SM4# M*.E-
QG9LASE61^:N6&Z2:73<.$OSY("@62?"<8,/9SJ--PP-ZW*|>^+/B&K> *M@M ?:(9>1D<-('Q0 M'(M ,]@B<,Q\C)*8X9A$@O]>%L/3.0%4.V;D=T>:V/GH7]X#'ND#6MAOFA@<M<6*W%- MC1!-
$X(P\]86;4A'@6(LH;$HE\]Z1D<(=N;P75XIW4,E79 --*SOGL5$!P$LS MU9<;CCX_"O[0XFZK*.I<3KD#-_KK#IT=L';E=\HQ:^<^NM\]F_>_?]KM5W& M?_EAOAZ
6>@'^(IF[$+O_35A-$,3PSQ(-325[/GHAB9&[X!R:&I9\"O=SPU/ M^D/)MX=P]V7!OA,K:UZ\R*'!)>W: TX\%]9Z.-N+U-WQL#I<5RH)OE&N*#5S

'

*M6M7TKXWU41N>ZR8###9Y&6_U06$\& BC*VI]*;/=7H,-[UYLPU\VVW/?K9]$ MJ:)6*9YDX%]^BOTIV*>B%,O'O-DDL#?Y:R0C&VMSX>K_:G+A]N6?7X6,80_D*

MKP6+DRAD<8@\RC.$XS1%-/$\A,H"?R(8Q: TMBF47/B6-4JYK!6,V>]5\8A M^YI9V/Y_HB^F=W;P_M\!%@)K?9T#A0|/_:^<{5?:ZNUT%*\C94=U9Z^[ZI)=*

*MK_VD_O:.+Z;%U]+1QT1*SGIL,BW0QT'@$MDL0581IX*'-= MJ@A,.I3X28*8_$A'I8'10H-W)T,^J4Z^T87;MD%HRD(7D_M N]6&AL(2R$-6(FH!CKU=\6K\;!V/;28/29=<)8T?*

*O0A6F#=$GO2F3K_]*W M1_(D8|!'.$9)%DBWPA%:+]8&8TICE!F)41)AC|#94@KEK%<3;=:,2=8|Q MXC:IN: M-(''@N9 F"2U3; M*A2*#Q2C!6)VMYX 4944(JH1S!U?*

>'Z!%1H?R)A:E>NY3FU0#3GF"AZ:F7 M6 ATSXYQ4Q32G;/$EAN>C#^O[YTS[\3ASCYHYF4?!5WO^YFT*?A>F @68>0+ M(OTLXQY*, Z02T5*

*0^R'@:,>5$S,@8VI/8T^";U9"315?BOP1R3&>';5'IW5. M99:DWX>8GC=>B /0'X\A>#"" .RH T9:3 M*C8=!TUZA9I\#KV8,0O(L,C2]AS=Z[3#MM7*Z:KE*+V:KH17UK]\6T/:O]2*

M$SW>H6XZ;UDEXAQF3K_]\oWXIM039=5P9,ILZ)\ M5CV%[%FAJ^5B?VI>Y'>11+$(1IAP+N>YQ@QCAB"0H"85<[^ T#+)10#E2$! MY4\>'%HU5);B5C>GV"FRRUZ4JD"#!*

*QGW: Q&7K0(%(KHKH;,1'LZ.+<=+1"\ M'T?0(*H8X6 MRL"DSQQUC* YC4)FPYBV'5)7BP_DK[Z6'1YU*2-IBJ*8N0@' MH8M2K#H:>%'D,1IZ*=&BWM41-GDJ6'V/++V5##S$'$=*

*(+'K;LAD6*O^O%7$8>"D.4>@%3*XDY+;"-M)EF&J)^D))${BRP#72N>$S2Q"V_%JGFM2:(VODT\"Y7FZ88% ("'%T:VPP\F M1@RS=>YP3LR\QPHCQIZ<&HP|;YA9LRT?*

*EML,U4MV?RRA3F%_)>OVO_9'$;LF MKYD?,>O[^/,$(TPS'R4\"E&0A#Q(T\#W PSQ:V--IG;|:KU\KCNH[@_E@!D[MQACK!819D(-%C/K*9*_'U9ZQ ,GE)%):7AT<(!30]*

*UG)'(_@VCEXSMGE6#*F"?QB389#P_M_2P) I2X3*Y48I:A\/; _^G/B0#MC,V*#3"LUYK2#1Z'C'_,?Q%'59\).M|\P|0 MYN?IZQ,O&?9W4@ZIJ9EJ#1RE C#*

MJTE2/A;JD&/A,9%2@3W$$QHA[!HI(E$4-\G/@<^3(<*@A^I1BAP4](#C()YK7V8NS)6AEL)Y>|\;8XNWIU3 O+RI9PTX>T|_Z29Z_TB M/ M29O5K35-/_9QW==,TR0S49:"*

[TX=1:7JA,A?-_'RW6U"(2(.8D9\DCH(BQ8 MBE*>Q(C3$+NQB\(_U"),T14XL9.*EG]+4LRA%Q,Z=4ZAE_FE^I^9XI-]JZO2?\+M;K55WIT"0P MU402@C\4=9'A/2G7;XO*

*]0.2)!2E"9\)@,05@DZ8#WO0->1KES MO0>O*9R^'P3/@)S-1K2&TOV3-3N:G L#E8'=RT7|/^CN2\G;&^ +I^7L,:-_4. M,?7UR>-C*1Y5&]/=116TKU,_Y<-*

QR:+1L$C3V_&I4['2@X>UXA1-HR_H"=4_ M[LP-H@:-,_^T6-?PXW!UO_V?]=OUGR:MK_L]M4;2F&_:\.G7B15,R5:\)]PZ= MD>:1RCE[QYWO0E-A3G?62HOUX"-&&3E5WWBS.=.

,5TG&GK,N^+HFRX+XO7 MI=RH?'C[K5+G*.WDF3]>L_7RM7;8A4AS$XE&6(IPF7/'AXAZV$=QYE*/FGP8LF&EINP(= 3Y#U_/ M;SDO5V^/G=E?2*

[E\=H"}9VLI4DB9=1NYG5C[F?]W>/SM1638,Y=BW1Z,,:Z-M)\USU6CN/C,L,#/X|&'+>7S\8<-DH/J^XQ-AJL?$V,}X4\4/W6 /R] MND>5#!3'(XBXGG4#ST?*

E@QT(F+J9!:H+.5Z/RA9$)S@4YQT9MV+[.6YH) M0^&I0&=ML94*="I@WE2@LP:>I^*=?Q+>2>Q:[FZXVN%\6I"12R\,$XP1T)X MTM^"U$*

*;D.Q_@<,;\V+]KHIZF:D(EQJID>`&7|7_< MQ&*78F'4^R&+ PR6,SHD3+UTK;(7T6Y7J|[AZIA MSLSAM*#]^.C&@ NMAKI[EX+P2]< T<#5!TRRYM5],F9VX $S3WUUZ&'#O28I*

MR[>;V>>E%5/WOJ48#?ZOB"_O:9(L]@C:9"A,.5RDH^Q0*DJKW4Y21*,?8H) MJ(TH4/]$KGQ?+F40?*&KI=,2*UAJ;EZG0PCFIEL%&E=W?A5$2:U7Y_BY@@VM MMK4'!DJ?=X-*

L:LW)[MEP&/C6^E.N(|9OW\1CGJJ.$ZF^X>S$9WW=?.BG,XX%& M@K,A0Y88[<9[!YQM4SYD3G=O/OB9 M^L!JEUF@M65:?1M29EZ&AKOB;$TK?3"U?S M:?Q'H,C[=4&THC-

5WIT0]Z/LJA42^ALN5YD 6%8 MN!2)P(UD5'4]E+A!AA(9;D-/, ^G/B0!MC,V#3"LUYK2#1Z'C', ,?Q%'59\).M|\P|0 MYN?IZQ,O&?9W4@ZIJ9EJ#1RE C#*

*[I\=RC=.#RXT&GAO4F9]{(ZU>REF89)[P MV3/FO.F>YXTZ2?8<>'1:GEO5C&>9W^5",9%>/Q?E>OF_@M\4U7I!*8VC@!{D M,H\A|#.&B/!E%&7)QQ[UZ.$J9JQT%KOR;51TNY-*

*^H8N_OUEAF1,V.24,<|[Y7S50 7_N> THMI%LPW"%23}^H8,>U>![+B]<=9LH#\D:ZMMQPQU8BYW:T]Z+T+KOD_5]5&\(]U\|U[42X+7A\A?!5_UG]3+82? M<$9#BG#*L?*

*P'$8AZ+$-1(.2.62*W]=%":DH+4$; F%R("W2E:WN$$M.TLE13 MWO.S(IY4BAGD XOBJ#?*

E6<<%%B:O(!&OM,HX#0:7&T[ST@MF@O,$M%\V39:]YES^^E3WE/+#=)JAPR[(+FV=]B94VR'3#M-M!U\VG J9T^";U9"KA;>7U;%FQ#? M1?FZ9*+N?_>!5&IEO%_AM0>E-*

*9FA6F@\YFKMW 0-M7*N.B=5G :,"CGS)VZF M4N(IE 1)C)*$)CCQ.A8&H$X3VDD2=1AJ_>NHPJB2M?#A7/;"T'1^% VH(=4+ M=R^BK)^HG^^M.!R1FF&:M6<>_)6?*

*XH#ML;V8S67!9TM MY(XWN\D$@+ ;JZ9^+$0IJE,7!UE, U#[X2%A$X?KMFAR)>I\BP-%@":>0X!I M'F5:@@%XAMF5JA9V2[!S1_OO28*C[&VCB^'1,UI;JEA],F!I-*

J[4"7>K)OM:E/|"NS[&L(S- EEE7PH,?$7:R41/OYT :&6E_,C$M^I^6) M-B3G%QSZ0YCG3@(="0Z'X4USH7/10,#'?>\K=9(CT;L,KRO.1UOQNN9L\8DE)L+

<"TH=Z%CTG!E&AZ$&G@\UV!'K.C.[\Y|EG3'>QZKZN M/H9KDM\)6AZLTAQG*DHA*PBH1/TL0Q^/O\A1N7L%9M><4"@\D<[T_O$$"=TM

*MJ;E|T&U;T5M:G>/V%Q5V=QX|HMC;,Y-/S,&\Q^XTXWE6>>,_.O3\N*D55S M!+6(O#".62+|RTT8PE3.3:EP.\12-Z$X|>*0^[#_Z@X^L6\UHMJ;,)AS'4"@*

MYUBFAL&GL!Y\|MJ;&. ^H,J$:E5&.#3-@>,$VS]M&=;,"="#9'E"7!S"HL4U0 M4V_5DV0%R>]T77$44\$'DA#OS $T%,4E!YS$7]3'U675]4TW,7U<9] M82_\!GKKG?*

F0A47@D=O_29]\VL'"5E7/9\;)6R3E8,. MME94I"-SYK(B RGA460ER^]L/L5V5M0$(FXCCU>!)2AE'(T@!AS _,1(3%& M?L%CD,A&N=UU0>#@O:L;K^(HZ_>3P#3"P=V8

*N1PP1N:IV_9QQUB_33P2]'MTIWY.8//7Y6??<-PTE>;JFRI"*BJN^RC>"FJY;K=F6<>#JC+0M4BCR"L+OOJ M7)N$^Z%UM03?$>R^G7FC6S@!#X E>:D;@<_X%1^9'LK=HI> M^/FV9JT!R3-.U6/FWPR06N\ L]RN7G*'S_GGQ29TEUVMUE?O$ZD^2U_K=9\ MURC(ES)?\|_Y?5G^HP0VB#<6,+%K*_H3I,I.44V3<_.D)LNJ;76'N4P5$!_T*

M8; YIYKNUO>E3:I3{U:.PY>]YL,MKFMW^13FR. M9?6Q@E_[^M+UPDW"(P"CC>'L=RR, YPCSF*F0)'$;,I+Y?NK+7X%< M/*I3K#E13!L4NY)_:!SUUI%6?\-*

*@@;X&Y2GKAX\1N7C$*IPOEE=2VVQ MT([*FY>;5M?\$\9.f1?-HNI7L58G3/=E\;KD@G]X^ZT2,FY_6N8D9RJ'FZV7*

*MKTT;]^WE#*8^EJ&4(S>)Y&XRHG<328!RGB2". HF/*&@W21'/SDXG9Z_4 M)'=AYIA8"CX&"LP:C^K-'A3EC(:+N(X9+ ''$T3= MU)6K/T91DD0>HGXB:*

(X#ZF4QL("[T?]+4T>=,]!PK)Q=K^@^=`N:!:TC/:1%Y MV8 #>,.#50:)IK/MUW'B3PM%AP^Q5C9Z1,W?)Z+'Y/?6B(R_ #[G^4=[FO-U" M'F!9;UY+_H_R>&>,). ^,R'7^:

(RZ1<]W#E!MU$"/_6|_%K.V=:1G#/WZD-0?R M!B=:DX%N^0CK4OB,3K",A(K?):K%<(0=KV0,U\DL0_J5- C8^*(MI/8U]=:.2_2:5YK'_N_W/!0 M%87.BRB=2J4Z_?N9U;?*

2^-1)1B1)@K$,9^A"CE#"%"F6!) MAMT$1,L_(&OBH+!E'6H|\NLTN)O5$:T!P>@8N/2^U! +,6T?S?Z?I<3IlDWV MTC.2YN&'C6L$=YV'-OGVBMB\H8_L?I8[%;:BRPC8:+25G%

X2%2G(/ M,X;\T.VU# W-G4U3@ MM<@ ,VW5:N(G+=V&0#"24TSY%W#Z9B4JHMN=2_*+>7EDBTPIRX)8Q]1H7@$ MO#A#A&.*2)RZ2:1ZB%/0!4&OE(F=7UVQ+7-6/*

*OGIU5]=[_;7E)Y5"G@_+3, M'5ZL5BH#;._MME94I"-SYK(B RGA460ER^]L/L5V5M0$(FXCCU>!)2AE'(T@!AS _

***MU1$#86I:7#K;L@ZD/BI>AT7'^%P7UYQI&;&UM.&X+G;/65!X:%K,]V-^D_QW-MGQ5\O'G/V@[3(+;]&#.?R*P&AXH#EQMCU_'], A36_A'$_+!%=E0TH?)>;;W-MXN^?J9P((W2C/#"_Z%E+K5)P=QP9IY=+KHJ^FBF9 \QI.>C"SVE9>>O.]#4H M,Y^E#D3"<:[*O6?DMT.A&8H\QVZC9ZU^L@KV3(LO2TXR[KZ=YZPP)>954$] M;<9Q.2;$)9@Z'F4\24+F@##(I^XC,I) T)&O?OR8*LR*]J*B9BJFRPNS!6S%G MR)8=<$\B06O>26%1WQX1\JZ"G;^$I$K?Y]]PF6'YB5-YU0{)C>A[>/;0QO8[MW:VBCC)]28|G|2C*/;YD1D2&:9B>M* %U$%]6=0 TX$% M_!4 !O:W1A+3(P.C0P-S,Q7W\R92YX;6SDO5F36TF.\6O>OR)OW=>+2M^7 MMNX94TK*:MFH)(VDZIZ^+S1?X!*G&*2&9"BE^?4#)V-?N?B)XU%CE16*]1PL MG\,!.!SXE_ZXV3VRW=D7G*=%GLZ_.N?_O;Y=W!_^]__MY9_^Z5_^'X#_\=O'M[^\6J33$YRO?WFYQ+/#&_,L?T_777]9?\9?_6"S_/OT> M?ODP"^NR6)X_)?-G{US M)>9 %;XL>N6\+__?EW_6+EK-%8,42P85,$'P]%?<9%<2:N2E;!XZF\[__L_U M0PPK_(78FZ\V7_[KG[ZNU]_^^==?__CCCS__B,O9GQ?++[!*QN2OY[_]H-?_M_W'K]_-^-75]!*Y?I,?R7__"7]!^2E_0).!TOE]'>;HO6$W_M>;7YYMM%"NN-U!^EZY=[?Z-^!>+]05;P5(_N'+K'ZY_]'T+5*;/%_Z_EW_\Z^6[ORUQ18#9\/J6OG'VC/]V_>6 'VN< M9]5R=OZ&V2)=^Z59E>QB>?Z7LQ!OMOGN).-TLGGRB[A:+T-;3[+U5AEMH10C M0(G@("ACP0IO(EHT1HKK,%>25T3S1A$K3'_^LOC^*SWXURJ*^LE&)AMYW'K= M5BZ'T?UZOIZNI[CZ'.(,)ZY$DX5Q("WSM!PBI^7)20TOC!7>),Y*+JOO>XZ MW5)R_+RS3++>U>A^W9;_SZ+2SI09"^3F<7U);EXJ2%MM:+ M%K+;:H;H_=,OQ';!Y1+SVZUB[N5NP]J;."IN?O-0I9^NX$LWR:?2-)8;>[+ M65BMWI=/ZT7Z^XL?T]5$)^3(".H/+/[2AP7B5@SAN>-'TWL@= 4,(J;[@^_M>],6^3A;K\Z_30X0\(DPNMM*?,^8U_CMW^;$- M&=W5!+74,28#20CB FE+CL07.!-3<(IXB#D#;N24.ICHR-\\S! M9_I=6B(Z),+_'J>7Y&S/HE$J74I "\Q@,I*@':)0X[>%/I^1.&X7>/,U^Z$ M#?G,L'&X8#M!QN=EF*^F52AGZ.,%,1F4 NY3 94B^5FE,$A22.F"8AX?\CIW MV$1NO'DG?*AGAH^CQ-N%W_G[=(;O3C<^LR4_*]@4(3(M** 7!GP@PU<*,B3Z M,@NV@;=Y^<:=(*&?"22.$F<74/B(7Z8U9SQ?OPLG./')).Z-!BN%(D%8!T'[M MHFQ13+W,<6<+C^UIT@89X5)(X0:Q>P>#-/BR49MXU0-NG EXO3^7K'AB MTYZH7/*<]D0?H@<EE2%O27HP.63D?),0]0$B=@*-?5:@:2?T+C#T(F\?2TGRMNKLGRHD/A%!**$\@G;1D("2@,C1DCJ=\,*>%5Z.%7_7 M*/D@!8[,V+Y.RA8YA=D7+/-MZW=*BW]6:&DAZ"X0R%# MYNVLRN6+=\N7L6<%D^.DVQ_-COH^^6'Y>+[=)YP@LDD)[T#B09!,9G!\QS! M&U:D4SF5^-!1W9XHN?'VW:#R7"*KS>3<$UX^+%;K,/O_I]\V[A:!//*4,X22 M,BC)*:B7G-<$2\]UD8Q'1DJUAR^6 T.RZ5T9'NM1 M<1(*X,"L80((9?]8-TR'+AF(^+@6^^<3<U18\4T*.5U-C-,H [>MG*5V>8ZAY2%5?!\]#;=\/+\]T'-I!S%WBIA_+EV&-7Q;+GQ,A95*2&<6 M"Q+Y5A'G^#R"^\V, M?UDN_EA_?;DX^1;F/R?&%K)WT8')5H/R29/++340I%ED&"0V.1Y M)3J/EW(78/GT%6>S<^IUL+D4;L&Z>@+D @?G0J&P+'H3BZ6E<%R^_8[=X/& M<\EZ'BG3+A"QO7"SN;[S22L)@?5*TDS$PVAQS#.X MLBK94(IK<0+[$ V\(>;YY$<;RWQD!+TXP7FNM;._S*7"4M19F$\L"(Y*$,^ M%7E1$;+4OOCHG/"W6FY]KK=11:68 M=\"-9<1$N"DC*"]$M*3%72RA?=QXI6[0>*Y)$Z/E^S89ZO:V/OWZ2]%V7]B M6O]?O: YEYQ.:)>QF6H26 =("EEN. FTE?'G;/>\^;= /)<$JE-Y-O)W99+M)GZG[ZPFRFMN*0]'C$@PUXZ8"01X%G-)D2)UQ^-1$+GGQ.LAY+FD4%M(MRN M,:]P,9E@R;D<$2%Y.4&)6"!6/RD%(X5GP47=$B)77KT;2)Y+WK2-A)O!Y%]^MQ255XO'O!_7R>O_NU>MWGUZ_HD\^O7_[YM6+SZ!?_?;B[8MW+U]_^K?7KS]_MND[!CDV^'G_]\=V_|]3\R+9@MQK$O"^_3^=AGJ8$B,7V4MQ%#RH;92T<56",MT/5:'/FE)!X*>'7!;@U&U#;\;BF2P_0U:S+U+9705;1BH0"2BB1HK"4P05R MN]-P'U)$YM#UN4H+D=L.388$NYM-;6_N#MH!7-_)Z7.(M>2=E532LWZ6 U>M>@9DG*TN+,,"#]4,_0.T)&NAX9W[DNTC[@YPS'"6-WJP:96KKKEGDMYB(K<]YQ$ MT:@$HFSMHSV#OF2-8'*(D#N R865O0P9$@@DH4X#$.9&\S^,!1%(K\M@GTH8W^4LW)!Q;@P&<)+.4S '4#DQ6[%Z]6%?X\Y9.\3 R9QT_4"(2;6H;8* MI3_V68?6[76O4]")6W*@/A?-A-L--,Y2SI?]D4Q1M?3B* "FY[)<&QU [-/7Q7+]&9ON,R+EIM8"G5KCNKCYB0%@$Y>^]P?5X> M3D))))3,$Q^JU)*,I]A-"@9:N6)8M\Z6YI_,/>/[T7QP.01F^3==A M-OW?F%\NYAO9O%RLUE<8DB%+X@G!4'(@{2]*I_,HUV,(22Y99CM4A8WN$]'$Z M-@ZYJ;740@>P^K#$;V&:7__XAO,5TG[!OT5E(<$-U%89#;*038U.+6& @]F M) 0LWFH9>$X/U>L>JP=R!JG\^-PT&]MB0[=9UX85R*FQLO)9&KYY2!Z&6! M++1CS.60'[S6?G30-DY?R %WMX.E>S@T%F3\&MF=Q3=80;G?GIZ<*R;1/G-A-Z!M;7E/G(1Z,__D>&LXIJPE(M5,@*W7M&2R!:\]HZI"@'CSK)A!J)_8.,'2_-_=N,4_G5WBE#S&[>AN".%&U$YDOD.JF''-94L"Y%10Q_I'FIW6BS9_62SR-M'\]/9;*)-5CY9#ZYD RH6#AXS^:6B#9.NXBMTT;IT-6#7]T$6.V5T &P<N.. MFH4<#0-.827MUK7%@"\B73*FU.0%CZVMTEX &=B;@*0X39 0BM.(973'2Y.4U'(<"(4.M7.*_>)PEH(HDED0%]L*7'02[/782,TTE]"%?G:#%W@)4M_1.F MT&7I*1PTM'6J0"Z:X1$#\XZ)D(S4# 9L.#SY']=/^F GI'L)LH.P^^TTQ.EL M,PN/XKU-4=+7Q8R$OJQW_KGA6B,MB[:+,A?I\U0H2+/77(-@469#)ILFI]A MI4I;)X4Z;YM48PRBD [LS!6^;N:X*.X+R?LC(,@&I4,=9R,9!%1UO&;B7+;. M^]U/S;BG[,-H_WZ(':.*#D!U?G[W(?RLAW?G]4ZFO^*)TX)SD=PUMEEZ,8.S M/R+ANC,184

{if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p,if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 60 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 62 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 170 239 1 false 45 0 false 8 false false R1.htm 0000001 - Document - Cover Page Sheet http://www.okta.com/role/CoverPage Cover Page Cover 1 false false R2.htm 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS Sheet http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS CONDENSED CONSOLIDATED BALANCE SHEETS Statements 2 false false R3.htm 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) Sheet http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS Sheet http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS Statements 4 false false R5.htm 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) Sheet http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVEINCOMELOSS CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) Statements 5 false false R6.htm 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS??? EQUITY Sheet http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS??? EQUITY Statements 6 false false R7.htm 9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS Sheet http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS Statements 7 false false R8.htm 9952157 - Disclosure - Overview and Basis of Presentation Sheet http://www.okta.com/role/OverviewandBasisofPresentation Overview and Basis of Presentation Notes 8 false false R9.htm 9952158 - Disclosure - Accounting Standards and Significant Accounting Policies Sheet http://www.okta.com/role/AccountingStandardsandSignificantAccountingPolicies Accounting Standards and Significant Accounting Policies Notes 9 false false R10.htm 9952159 - Disclosure - Restructuring and Other Charges Sheet http://www.okta.com/role/RestructuringandOtherCharges Restructuring and Other Charges Notes 10 false false R11.htm 9952160 - Disclosure - Cash Equivalents and Investments Sheet http://www.okta.com/role/CashEquivalentsandInvestments Cash Equivalents and Investments Notes 11 false false R12.htm 9952161 - Disclosure - Deferred Commissions Sheet http://www.okta.com/role/DeferredCommissions Deferred Commissions Notes 12 false false R13.htm 9952162 - Disclosure - Deferred Revenue and Performance Obligations Sheet http://www.okta.com/role/DeferredRevenueandPerformanceObligations Deferred Revenue and Performance Obligations Notes 13 false false R14.htm 9952163 - Disclosure - Convertible Senior Notes, Net Notes http://www.okta.com/role/ConvertibleSeniorNotesNet Convertible Senior Notes, Net Notes 14 false false R15.htm 9952164 - Disclosure - Commitments and Contingencies Sheet http://www.okta.com/role/CommitmentsandContingencies Commitments and Contingencies Notes 15 false false R16.htm 9952165 - Disclosure - Employee Incentive Plans Sheet http://www.okta.com/role/EmployeeIncentivePlans Employee Incentive Plans Notes 16 false false R17.htm 9952166 - Disclosure - Income Taxes Sheet http://www.okta.com/role/IncomeTaxes Income Taxes Notes 17 false false R18.htm 9952167 - Disclosure - Net Income (Loss) Per Share Sheet http://www.okta.com/role/NetIncomeLossPerShare Net Income (Loss) Per Share Notes 18 false false R19.htm 9952168 - Disclosure - Business Combinations Sheet http://www.okta.com/role/BusinessCombinations Business Combinations Notes 19 false false R20.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 20 false false R21.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 21 false false R22.htm 9954471 - Disclosure - Accounting Standards and Significant Accounting Policies (Policies) Sheet http://www.okta.com/role/AccountingStandardsandSignificantAccountingPoliciesPolicies Accounting Standards and Significant Accounting Policies (Policies) Policies http://www.okta.com/role/AccountingStandardsandSignificantAccountingPolicies 22 false false R23.htm 9954472 - Disclosure - Restructuring and Other Charges (Tables) Sheet http://www.okta.com/role/RestructuringandOtherChargesTables Restructuring and Other Charges (Tables) Tables http://www.okta.com/role/RestructuringandOtherCharges 23 false false R24.htm 9954473 - Disclosure - Cash Equivalents and Investments (Tables) Sheet http://www.okta.com/role/CashEquivalentsandInvestmentsTables Cash Equivalents and Investments (Tables) Tables http://www.okta.com/role/CashEquivalentsandInvestments 24 false false R25.htm 9954474 - Disclosure - Convertible Senior Notes, Net (Tables) Notes http://www.okta.com/role/ConvertibleSeniorNotesNetTables Convertible Senior Notes, Net (Tables) Tables http://www.okta.com/role/ConvertibleSeniorNotesNet 25 false false R26.htm 9954475 - Disclosure - Employee Incentive Plans (Tables) Sheet http://www.okta.com/role/EmployeeIncentivePlansTables Employee Incentive Plans (Tables) Tables http://www.okta.com/role/EmployeeIncentivePlans 26 false false R27.htm 9954476 - Disclosure - Net Income (Loss) Per Share (Tables) Sheet http://www.okta.com/role/NetIncomeLossPerShareTables Net Income (Loss) Per Share (Tables) Tables http://www.okta.com/role/NetIncomeLossPerShare 27 false false R28.htm 9954477 - Disclosure - Overview and Basis of Presentation (Details) Sheet http://www.okta.com/role/OverviewandBasisofPresentationDetails Overview and Basis of Presentation (Details) Details http://www.okta.com/role/OverviewandBasisofPresentation 28 false false R29.htm 9954478 - Disclosure - Restructuring and Other Charges - Narrative (Details) Sheet http://www.okta.com/role/RestructuringandOtherChargesNarrativeDetails Restructuring and Other Charges - Narrative (Details) Details 29 false false R30.htm 9954479 - Disclosure - Restructuring and Other Charges - Schedule of Restructuring Reserve (Details) Sheet http://www.okta.com/role/RestructuringandOtherChargesScheduleofRestructuringReserveDetails Restructuring and Other Charges - Schedule of Restructuring Reserve (Details) Details 30 false false R31.htm 9954480 - Disclosure - Cash Equivalents and Investments - Schedule of Amortized Costs, Unrealized Gains and Losses and Estimated Fair Value of Cash Equivalents and Short-term Investments (Details) Sheet http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestme Cash Equivalents and Investments - Schedule of Amortized Costs, Unrealized Gains and Losses and Estimated Fair Value of Cash Equivalents and Short-term Investments (Details) Details 31 false false R32.htm 9954481 - Disclosure - Cash Equivalents and Investments - Schedule of Contractual Maturities of Short-term Investments (Details) Sheet http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails Cash Equivalents and Investments - Schedule of Contractual Maturities of Short-term Investments (Details) Details 32 false false R33.htm 9954482 - Disclosure - Cash Equivalents and Investments - Narrative (Details) Sheet http://www.okta.com/role/CashEquivalentsandInvestmentsNarrativeDetails Cash Equivalents and Investments - Narrative (Details) Details 33 false false R34.htm 9954483 - Disclosure - Deferred Commissions (Details) Sheet http://www.okta.com/role/DeferredCommissionsDetails Deferred Commissions (Details) Details http://www.okta.com/role/DeferredCommissions 34 false false R35.htm 9954484 - Disclosure - Deferred Revenue and Performance Obligations (Details) Sheet http://www.okta.com/role/DeferredRevenueandPerformanceObligationsDetails Deferred Revenue and Performance Obligations (Details) Details http://www.okta.com/role/DeferredRevenueandPerformanceObligations 35 false false R36.htm 9954485 - Disclosure - Convertible Senior Notes, Net - Narrative (Details) Notes http://www.okta.com/role/ConvertibleSeniorNotesNetNarrativeDetails Convertible Senior Notes, Net - Narrative (Details) Details 36 false false R37.htm 9954486 - Disclosure - Convertible Senior Notes, Net - Schedule of Convertible Debt (Details) Notes http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofConvertibleDebtDetails Convertible Senior Notes, Net - Schedule of Convertible Debt (Details) Details 37 false false R38.htm 9954487 - Disclosure - Convertible Senior Notes, Net - Schedule of Carrying Amounts and Estimated Fair Values of Convertible Note (Details) Notes http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofCarryingAmountsandEstimatedFairValuesofConvertibleNoteDetails Convertible Senior Notes, Net - Schedule of Carrying Amounts and Estimated Fair Values of Convertible Note (Details) Details 38 false false R39.htm 9954488 - Disclosure - Commitments and Contingencies (Details) Sheet http://www.okta.com/role/CommitmentsandContingenciesDetails Commitments and Contingencies (Details) Details http://www.okta.com/role/CommitmentsandContingencies 39 false false R40.htm 9954489 - Disclosure - Employee Incentive Plans - Schedule of Stock-based Compensation Expense by Statement of Operations Location (Details) Sheet http://www.okta.com/role/EmployeeIncentivePlansScheduleofStockbasedCompensationExpensebyStatementofOperationsLocationDetails Employee Incentive Plans - Schedule of Stock-based Compensation Expense by Statement of Operations Location (Details) Details 40 false false R41.htm 9954490 - Disclosure - Employee Incentive Plans - Schedule of Unrecognized Stock-based Compensation Expense (Details) Sheet http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails Employee Incentive Plans - Schedule of Unrecognized Stock-based Compensation Expense (Details) Details 41 false false R42.htm 9954491 - Disclosure - Employee Incentive Plans - Narrative (Details) Sheet http://www.okta.com/role/EmployeeIncentivePlansNarrativeDetails Employee Incentive Plans - Narrative (Details) Details 42 false false R43.htm 9954492 - Disclosure - Income Taxes (Details) Sheet http://www.okta.com/role/IncomeTaxesDetails Income Taxes (Details) Details http://www.okta.com/role/IncomeTaxes 43 false false R44.htm 9954493 - Disclosure - Net Income (Loss) Per Share - Schedule of Basic and Diluted Net Loss Per Share (Details) Sheet http://www.okta.com/role/NetIncomeLossPerShareScheduleofBasicandDilutedNetLossPerShareDetails Net Income (Loss) Per Share - Schedule of Basic and Diluted Net Loss Per Share (Details) Details http://www.okta.com/role/NetIncomeLossPerShareTables 44 false false R45.htm 9954494 - Disclosure - Net Income (Loss) Per Share - Schedule of Potentially Dilutive Securities Excluded from Computation of Diluted Per Share (Details) Sheet http://www.okta.com/role/NetIncomeLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofDilutedPerShareDetails Net Income (Loss) Per Share - Schedule of Potentially Dilutive Securities Excluded from Computation of Diluted Per Share (Details) Details http://www.okta.com/role/NetIncomeLossPerShareTables 45 false false R46.htm 9954495 - 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Disclosure -

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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r53", "r748"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowances of $8 and $6, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r890"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r17", "r18", "r68", "r135", "r524", "r551", "r552"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r3", "r12", "r18", "r439", "r442", "r475", "r547", "r548", "r868", "r869", "r870", "r877", "r878", "r879", "r880"] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Useful life of acquired intangible assets", "label": "Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life", "documentation": "Weighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r270", "r704"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r803"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r63", "r748", "r1014"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r563", "r877", "r878", "r879", "r880", "r958", "r1015"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r816"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r816"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r816"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r816"] }, "us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "debit", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Taxes withheld related to net share settlement of equity awards", "label": "Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation", "documentation":

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Excludes amount capitalized." } } }, "auth_ref": ["r402", "r407"] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Allowance for accounts receivable", "label": "Accounts Receivable, Allowance for Credit Loss, Current", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": ["r136", "r217", "r254"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.okta.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfDeferredSalesCommissions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfDeferredSalesCommissions", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of deferred commissions", "label": "Amortization of Deferred Sales Commissions", "documentation": "The amount of expense recognized in the current period for the periodic realization of capitalized fees that were paid to salespeople, distributors, brokers, and agents at the time of the conclusion of the sale. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r8", "r75"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.okta.com/role/NetIncomeLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofDilutedPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive securities excluded from computation of earnings per share (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r197"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://www.okta.com/role/NetIncomeLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofDilutedPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r24"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://www.okta.com/role/NetIncomeLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofDilutedPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes interim and

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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r228", "r518"] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAmortizedCostAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesAmortizedCostAbstract", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortized Cost", "label": "Debt Securities, Available-for-Sale, Amortized Cost, Fiscal Year Maturity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesFairValueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesFairValueAbstract", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Estimated Fair Value", "label": "Debt Securities, Available-for-Sale, Fair Value, Fiscal Year Maturity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "crdr": "debit", "calculation": { "http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails": { "parentTag": "us-gaap_DebtSecuritiesAvailableForSaleAmortizedCostExcludingAccruedInterestAfterAllowanceForCreditLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Due within one year", "label": "Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One", "documentation": "Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r893"] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue", "crdr": "debit", "calculation": { "http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails": { "parentTag": "us-gaap_DebtSecuritiesAvailableForSaleExcludingAccruedInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Due within one year", "label": "Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One", "documentation": "Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r227", "r517"] }, "ecd_AwardExrcPrice": { "xbrltype": "perShareItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardExrcPrice", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Exercise Price", "label": "Award Exercise Price" } } }, "auth_ref": ["r838"] }, "ecd_AwardGrantDateFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardGrantDateFairValue", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value as of Grant Date", "label": "Award Grant Date Fair Value" } } }, "auth_ref": ["r839"] }, "ecd_AwardTmgDiscLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r430"] }, "us-gaap_BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount", "crdr": "debit", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill, expected tax deductible amount", "label": "Business Acquisition, Goodwill, Expected Tax Deductible Amount", "documentation": "The amount of goodwill arising from a business combination that is expected to be deductible for tax purposes." } } }, "auth_ref": ["r44"] }, "us-gaap_BusinessCombinationAndAssetAcquisitionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationAndAssetAcquisitionAbstract", "lang": { "en-us": { "role": { "label": "Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]" } } }, "auth_ref": [] }, "us-gaap_BusinessCombinationConsiderationTransferred1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationConsiderationTransferred1", "crdr": "credit", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Consideration transferred", "label": "Business Combination, Consideration Transferred", "documentation": "Amount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer." } } }, "auth_ref": ["r0", "r1", "r11"] }, "okta_BusinessCombinationConsiderationTransferredCashHeldBack": { "xbrltype": "monetaryItemType", "nsuri": "http://www.okta.com/20240731", "localname": "BusinessCombinationConsiderationTransferredCashHeldBack", "crdr": "credit", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Consideration transferred, cash held back", "label": "Business Combination, Consideration Transferred, Cash Held Back", "documentation": "Business Combination, Consideration Transferred, Cash Held Back" } } }, "auth_ref": [] }, "okta_BusinessCombinationConsiderationTransferredCashHeldBackPaymentPeriod": { "xbrltype": "durationItemType", "nsuri": "http://www.okta.com/20240731", "localname": "BusinessCombinationConsiderationTransferredCashHeldBackPaymentPeriod", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Consideration transferred, cash held back, payment period", "label": "Business Combination, Consideration Transferred, Cash Held Back, Payment Period", "documentation": "Business Combination, Consideration Transferred, Cash Held Back, Payment Period" } } }, "auth_ref": [] }, "us-gaap_BusinessCombinationDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationDisclosureTextBlock", "presentation": ["http://www.okta.com/role/BusinessCombinations"], "lang": { "en-us": { "role": { "terseLabel": "Business

Combinations", "label": "Business Combination Disclosure [Text Block]", "documentation": "The entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable)." } } }, "auth_ref": ["r94", "r431"] }, "us-gaap_CapitalizedContractCostAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostAmortization", "crdr": "debit", "presentation": ["http://www.okta.com/role/DeferredCommissionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of contract costs", "label": "Capitalized Contract Cost, Amortization", "documentation": "Amount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer." } } }, "auth_ref": ["r265"] }, "us-gaap_CapitalizedContractCostNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostNetCurrent", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred commissions", "label": "Capitalized Contract Cost, Net, Current", "documentation": "Amount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as current." } } }, "auth_ref": ["r264"] }, "us-gaap_CapitalizedContractCostNetNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostNetNoncurrent", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred commissions, noncurrent", "label": "Capitalized Contract Cost, Net, Noncurrent", "documentation": "Amount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as noncurrent." } } }, "auth_ref": ["r264"] }, "okta_CapitalizedContractCostsAdditions": { "xbrltype": "monetaryItemType", "nsuri": "http://www.okta.com/20240731", "localname": "CapitalizedContractCostsAdditions", "crdr": "debit", "presentation": ["http://www.okta.com/role/DeferredCommissionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sales commissions capitalized as contract costs", "label": "Capitalized Contract Costs, Additions", "documentation": "Capitalized Contract Costs, Additions" } } }, "auth_ref": [] }, "us-gaap_CarryingReportedAmountFairValueDisclosureMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CarryingReportedAmountFairValueDisclosureMember", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofCarryingAmountsandEstimatedFairValuesofConvertibleNoteDetails"], "lang": { "en-us": { "role": { "terseLabel": "Principal Amount", "label": "Reported Value Measurement [Member]", "documentation": "Measured as reported on the statement of financial position (balance sheet)." } } }, "auth_ref": ["r49", "r50"] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 }, "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r23", "r128", "r707"] }, "us-gaap_CashAndCashEquivalentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsLineItems", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestm], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Line Items]", "label": "Cash and Cash Equivalents [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsMember", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestm], "lang": { "en-us": { "role": { "terseLabel": "Cash equivalents:", "label": "Cash and Cash Equivalents [Member]", "documentation": "Currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsAndShortTermInvestmentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsAndShortTermInvestmentsTextBlock", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestments"], "lang": { "en-us": { "role": { "terseLabel": "Cash Equivalents and Investments", "label": "Cash, Cash Equivalents, and Short-Term Investments [Text Block]", "documentation": "The entire disclosure of the components of cash, cash equivalents, and short-term investments. Short-term investments may include current marketable securities." } } }, "auth_ref": ["r891"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents and restricted cash at beginning of period", "periodEndLabel": "Cash, cash equivalents and restricted cash at end of period", "totalLabel": "Total cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r23", "r81", "r157"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "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:", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net increase in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r2", "r81"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash activities:", "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]" } } }, "auth_ref": [] }, "okta_CashPaidDuringThePeriodAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.okta.com/20240731", "localname": "CashPaidDuringThePeriodAbstract", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid during the period for:", "label": "Cash Paid During the Period [Abstract]", "documentation": "Cash Paid During the Period" } } }, "auth_ref": [] }, "us-gaap_CertificatesOfDepositMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CertificatesOfDepositMember", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestm], "lang": { "en-us": { "role": { "terseLabel": "Certificates of deposit", "label": "Certificates of Deposit [Member]", "documentation": "Short to medium-term investment available at banks and savings and loan institutions where a customer agrees to lend money to the institution for a certain amount of time and is paid a predetermined rate of interest. Certificates of deposit (CD) are typically Federal Deposit Insurance Corporation (FDIC) insured." } } }, "auth_ref": ["r10", "r760", "r761", "r762", "r763"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r814"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r811"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r809"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.okta.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.okta.com/role/CoverPage", "http://www.okta.com/role/NetIncomeLossPerShareScheduleofBasicandDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Domain]", "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r123", "r132", "r133", "r134", "r160", "r181", "r185", "r194", "r196", "r203", "r204", "r251", "r306", "r308", "r309", "r310", "r313", "r314", "r345", "r346", "r348", "r349", "r351", "r455", "r557", "r558", "r559", "r560", "r563", "r564", "r565", "r566", "r567", "r568", "r569", "r570", "r571", "r572", "r573", "r574", "r585", "r606", "r624", "r696", "r697", "r698", "r699", "r700", "r853", "r874", "r881"] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://www.okta.com/role/NetIncomeLossPerShareScheduleofBasicandDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line Items]", "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r132", "r133", "r134", "r203", "r345", "r346", "r347", "r348", "r349", "r350", "r351", "r557", "r558", "r559", "r560", "r726", "r853", "r874"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r815"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company Selected Measure Name" } } }, "auth_ref": ["r815"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and contingencies (Note 8)", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity

has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r59", "r101", "r521", "r584"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Abstract]", "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { 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[Member]", "documentation": "Classification of common stock that has different rights than Common Class A, representing ownership interest in a corporation." } } }, "auth_ref": ["r1015"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Common stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r756", "r757", "r758", "r760", "r761", "r762", "r763", "r877", "r878", "r880", "r958", "r1013", "r1015"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], 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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r62"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, outstanding (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r13", "r62", "r585", "r603", "r1015", "r1016"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Common stock", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r62", "r523", "r748"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": ["r820"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": ["r819"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": ["r821"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": ["r818"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVEINCOMELOSS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVEINCOMELOSS"], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive income (loss)", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r19", "r143", "r145", "r150", "r514", "r532", "r533"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://www.okta.com/role/AccountingStandardsandSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Principles of Consolidation", "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r46", "r708"] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue", "label": "Contract with Customer, Liability, Current", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": ["r353", "r354", "r365"] }, "us-gaap_ContractWithCustomerLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue, noncurrent", "label": "Contract with Customer, Liability, Noncurrent", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent." } } }, "auth_ref": ["r353", "r354", "r365"] }, "us-gaap_ContractWithCustomerLiabilityRevenueRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityRevenueRecognized", "crdr": "credit", "presentation": ["http://www.okta.com/role/DeferredRevenueandPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue recognized that was included in the contract liability balance", "label": "Contract with Customer, Liability, Revenue Recognized", "documentation": "Amount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due." } } }, "auth_ref": ["r366"] }, "us-gaap_ConvertibleDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Convertible senior notes, net, noncurrent", "label": "Convertible Debt, Noncurrent", "documentation": "Carrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock." } } }, "auth_ref": ["r16"] }, "us-gaap_ConvertibleDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtSecuritiesMember", "presentation": ["http://www.okta.com/role/NetIncomeLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofDilutedPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible senior notes", "label": "Convertible Debt Securities [Member]", "documentation": "Debt securities that can be exchanged for equity of the debt issuer at the option of the issuer or the holder." } } }, "auth_ref": ["r930"] }, "us-gaap_ConvertibleDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtTableTextBlock", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Debt", "label": "Convertible Debt [Table Text Block]", "documentation": "Tabular disclosure of convertible debt instrument. Includes, but is not limited to, principal amount and amortized premium or discount." } } }, "auth_ref": [] }, "okta_ConvertibleSeniorNotesDue2025Member": { "xbrltype": "domainItemType", "nsuri": "http://www.okta.com/20240731", "localname": "ConvertibleSeniorNotesDue2025Member", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetNarrativeDetails", "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofCarryingAmountsandEstimatedFairValuesofConvertibleNoteDetails", "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofConvertibleDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025 Notes", "label": "Convertible Senior Notes Due 2025 [Member]", "documentation": "Convertible Senior Notes Due 2025 [Member]" } } }, "auth_ref": [] }, "okta_ConvertibleSeniorNotesDue2026Member": { "xbrltype": "domainItemType", "nsuri": "http://www.okta.com/20240731", "localname": "ConvertibleSeniorNotesDue2026Member", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetNarrativeDetails", "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofCarryingAmountsandEstimatedFairValuesofConvertibleNoteDetails", "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofConvertibleDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026 Notes", "label": "Convertible Senior Notes Due 2026 [Member]", "documentation": "Convertible Senior Notes Due 2026" } } }, "auth_ref": [] }, "us-gaap_CorporateDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateDebtSecuritiesMember", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestm], "lang": { "en-us": { "role": { "terseLabel": "Corporate debt securities", "label": "Corporate Debt Securities [Member]", "documentation": "Debt securities issued by domestic or foreign corporate business, banks and other entities with a promise of repayment." } } }, "auth_ref": ["r728", "r729", "r735", "r749", "r754", "r1010"] }, "us-gaap_CostOfGoodsAndServicesSold": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfGoodsAndServicesSold", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } },

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Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r112", "r261" ] }, "us-gaap_DeferredIncomeTaxesAndTaxCredits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxesAndTaxCredits", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 14.0 } }, "presentation": [ "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "terseLabel": "Deferred income taxes", "label": "Deferred Income Taxes and Tax Credits", "documentation": "Amount of deferred income tax expense (benefit) and income tax credits." } } }, "auth_ref": [ "r83" ] }, "okta_DepreciationAmortizationAndAccretionExcludingAmortizationOfDeferredSalesCommissions": { "xbrltype": "monetaryItemType", "nsuri": "http://www.okta.com/20240731", "localname": "DepreciationAmortizationAndAccretionExcludingAmortizationOfDeferredSalesCommissions", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "terseLabel": "Depreciation, amortization and accretion", "label": "Depreciation, Amortization And Accretion, Excluding Amortization of Deferred Sales Commissions", "documentation": "Depreciation, Amortization And Accretion, Excluding Amortization Of Deferred Sales Commissions" } } }, "auth_ref": [] }, "okta_DerivativeLawsuitMember": { "xbrltype": "domainItemType", "nsuri": "http://www.okta.com/20240731", "localname": "DerivativeLawsuitMember", "presentation": [ "http://www.okta.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Derivative Lawsuit", "label": "Derivative Lawsuit [Member]", "documentation": "Derivative Lawsuit" } } }, "auth_ref": [] }, "us-gaap_DevelopedTechnologyRightsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DevelopedTechnologyRightsMember", "presentation": [ "http://www.okta.com/role/BusinessCombinationsDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "Purchased Developed Technology", "label": "Developed Technology Rights [Member]", "documentation": "Rights to developed technology, which can include the right to develop, use, market, sell, or offer for sale products, compounds, or intellectual property." } } }, "auth_ref": [ "r95", "r903", "r904", "r905", "r906", "r907", "r908", "r910", "r911" ] }, "us-gaap_DilutiveSecuritiesEffectOnBasicEarningsPerShareOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DilutiveSecuritiesEffectOnBasicEarningsPerShareOther", "crdr": "credit", "calculation": {
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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r456" ] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": [ "http://www.okta.com/role/IncomeTaxesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Effective income tax rate", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": [ "r412", "r734" ] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued compensation", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r55" ] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "calculation": { "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Total", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": [ "r405" ] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": [ "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average remaining period (in years)", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r405" ] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions", "crdr": "debit", "calculation": { "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails": { "parentTag": "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized stock-based compensation expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": [ "r957" ] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions", "crdr": "debit", "calculation": { "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails": { "parentTag": "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized compensation costs, stock option", "label": "Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for option under share-based payment arrangement." } } }, "auth_ref": [ "r957" ] }, "us-gaap_EmployeeSeveranceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeSeveranceMember", "presentation": [ "http://www.okta.com/role/RestructuringandOtherChargesScheduleofRestructuringReserveDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Severance and termination benefit costs", "label": "Employee Severance [Member]", "documentation": "Termination of an employee associated with exit from or disposal of business activities or restructurings pursuant to a plan." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockMember", "presentation": [ "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "verboseLabel": "ESPP", "label": "Employee Stock [Member]", "documentation": "An Employee Stock Purchase Plan is a tax-efficient means by which employees of a corporation can purchase the corporation's stock." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": [ "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ],
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This disclosure may include identification of the fiscal period end-date, the length of the fiscal period, any reporting period lag between the entity and its subsidiaries, or equity investees. If a reporting lag exists, the closing date of the entity having a different period end is generally noted, along with an explanation of the necessity for using different closing dates. Any intervening events that materially affect the entity's financial position or results of operations are generally also disclosed." } } }, "auth_ref": ["r45"] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r779", "r789", "r799", "r831"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due 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Also called accrued interest or accrued interest receivable. For classified balance sheets, represents the current amount receivable, that is amounts expected to be collected within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r865"] }, "us-gaap_InvestmentsClassifiedByContractualMaturityDateTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Contractual Maturities of Short-term Investments", "label": "Investments Classified by Contractual Maturity Date [Table Text Block]", "documentation": "Tabular disclosure of maturities of an entity's investments as well as any other information pertinent to the investments." } } }, "auth_ref": [] }, "us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsDebtAndEquitySecuritiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Investments, Debt and Equity Securities [Abstract]", "label": "Investments, Debt and Equity Securities [Abstract]" } } }, "auth_ref": [] }, "okta_JonAddisonMember": { "xbrltype": "domainItemType", "nsuri": "http://www.okta.com/20240731", "localname": "JonAddisonMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Jon Addison [Member]", "documentation": "Jon Addison" } } }, "auth_ref": [] }, "okta_LeaseImpairmentCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://www.okta.com/20240731", "localname": "LeaseImpairmentCharges", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 17.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Lease impairment charges", "label": "Lease Impairment Charges", "documentation": "Lease Impairment Charges" } } }, "auth_ref": [] }, "us-gaap_LetterOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LetterOfCreditMember", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Letter of Credit", "label": "Letter of Credit [Member]", "documentation": "A document typically issued by a financial institution which acts as a guarantee of payment to a beneficiary, or as the source of payment for a specific transaction (for example, wiring funds to a foreign exporter if and when specified merchandise is accepted pursuant to the terms of the letter of credit)." } } }, "auth_ref": [] }, "us-gaap_LettersOfCreditOutstandingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LettersOfCreditOutstandingAmount", "crdr": "credit", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Letters of credit issued and outstanding", "label": "Letters of Credit Outstanding, Amount", "documentation": "The total amount of the contingent obligation under letters of credit outstanding as of the reporting date." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight":

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Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r16", "r100", "r979"] }, "us-gaap_LitigationSettlementAmountAwardedToOtherParty": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LitigationSettlementAmountAwardedToOtherParty", "crdr": "credit", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Litigation settlement, amount awarded to other party", "label": "Litigation Settlement, Amount Awarded to Other Party", "documentation": "Amount awarded to other party in judgment or settlement of litigation." } } }, "auth_ref": [] }, "okta_LitigationSettlementAmountAwardedToOtherPartyPortionCoveredByInsuranceRetentionBalance": { "xbrltype": "monetaryItemType", "nsuri": "http://www.okta.com/20240731", "localname": "LitigationSettlementAmountAwardedToOtherPartyPortionCoveredByInsuranceRetentionBalance", "crdr": "debit", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Retention amount", "label": "Litigation Settlement, Amount Awarded to Other Party, Portion Covered By Insurance Retention Balance", "documentation": "Litigation Settlement, Amount Awarded to Other Party, Portion Covered By Insurance Retention Balance" } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.okta.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "calculation": { "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofConvertibleDebtDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofConvertibleDebtDetails"], "lang": { "en-us": { "role": { "totalLabel": "Net carrying amount", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": ["r16", "r100", "r328", "r344", "r722", "r723", "r746", "r979"] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofCarryingAmountsandEstimatedFairValuesofConvertibleNoteDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible senior notes", "label": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r16", "r29", "r913", "r914", "r915"] }, "us-gaap_LossContingenciesByNatureOfContingencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesByNatureOfContingencyAxis", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingency Nature [Axis]", "label": "Loss Contingency Nature [Axis]", "documentation": "Information by type of existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur." } } }, "auth_ref": ["r298", "r299", "r300", "r303", "r408", "r553", "r720", "r919", "r920"] }, "us-gaap_LossContingencyAccrualAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyAccrualAtCarryingValue", "crdr": "credit", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss contingency liability", "label": "Loss Contingency Accrual", "documentation": "Amount of loss contingency liability." } } }, "auth_ref": ["r298", "r854"] }, "us-gaap_LossContingencyNatureDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyNatureDomain", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingency, Nature [Domain]", "label": "Loss Contingency, Nature [Domain]", "documentation": "An existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur. 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An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": [ "r715", "r885" ] }, "us-gaap_NumberOfReportableSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportableSegments", "presentation": [ "http://www.okta.com/role/OverviewandBasisofPresentationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of reportable segments", "label": "Number of Reportable Segments", "documentation": "Number of segments reported by the entity. 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Excludes amendment to accounting standards, other change in accounting principle, and correction of error." } } }, "auth_ref": [ "r864" ] }, "us-gaap_ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlans": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlans", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from shares issued in connection with employee stock purchase plan", "label": "Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Excluding Option Exercised", "documentation": "Amount of cash inflow from issuance of shares under share-based payment arrangement. Excludes option exercised." } } }, "auth_ref": [ "r5", "r14" ] }, "us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from maturities and redemption of securities available-for-sale", "label": "Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale", "documentation": "Amount of cash inflow from maturity, prepayment and call of investment in debt security measured at fair value with change in fair value recognized in other 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customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r122", "r355", "r356", "r357", "r358", "r359", "r360", "r361", "r362", "r367"] }, "us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": ["http://www.okta.com/role/DeferredRevenueandPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue from remaining performance obligations", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": ["r119"] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems", "presentation": ["http://www.okta.com/role/DeferredRevenueandPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excluded from Diluted Per Share Calculation", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r24"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by 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Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": ["r42", "r43", "r430"] }, "us-gaap_ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Carrying Amounts and Estimated Fair Values of Convertible Note", "label": "Schedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to carrying amount and estimated fair value of short-term and long-term debt instruments or arrangements, including but not limited to, identification of terms, features, and collateral requirements." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfCashAndCashEquivalentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTable", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestm], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash and Cash Equivalents [Table]", "label": "Cash and Cash Equivalent [Table]", "documentation": "Disclosure of information about cash and cash equivalent by type. 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Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r39"] }, "us-gaap_ScheduleOfInvestmentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInvestmentsLineItems", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Investments [Line Items]", "label": "Schedule of Investments [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, expected cost, cost incurred, statement of income caption that includes restructuring cost recognized, and amount of restructuring reserve." } } }, "auth_ref": ["r286", "r287", "r288", "r289", "r292", "r293", "r294"] }, "us-gaap_ScheduleOfRestructuringReserveByTypeOfCostTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringReserveByTypeOfCostTextBlock", "presentation": ["http://www.okta.com/role/RestructuringandOtherChargesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring Reserve", "label": "Schedule of Restructuring Reserve by Type of Cost [Table Text Block]", "documentation": "Tabular disclosure of an entity's restructuring reserve that occurred during the period associated with the exit from or disposal of business activities or restructurings for each major type of cost. This element may also include a description of any reversal and other adjustment made during the period to the amount of an accrued liability for restructuring activities. This element may be used to encapsulate the roll forward presentations of an entity's restructuring reserve by type of cost and in total, and explanation of changes that occurred in the period." } } }, "auth_ref": ["r28", "r86"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.okta.com/role/EmployeeIncentivePlansNarrativeDetails", "http://www.okta.com/role/EmployeeIncentivePlansScheduleofStockbasedCompensationExpensebyStatementofOperationsLocationDetails", "http://www.okta.com/role/EmployeeIncentivePlansScheduleofUnrecognizedStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r371", "r373", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://www.okta.com/role/NetIncomeLossPerShareScheduleofBasicandDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. Includes, but is not limited to, common, convertible,

and preferred stocks." } } }, "auth_ref": ["r32", "r33", "r34", "r35", "r36", "r37", "r89", "r90", "r91", "r92", "r132", "r133", "r134", "r203", "r345", "r346", "r347", "r348", "r349", "r350", "r351", "r557", "r558", "r559", "r560", "r726", "r853", "r874"] }, "us-gaap_ScheduleOfUnrecognizedCompensationCostNonvestedAwardsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfUnrecognizedCompensationCostNonvestedAwardsTableTextBlock", "presentation": ["http://www.okta.com/role/EmployeeIncentivePlansTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Unrecognized Stock-based Compensation Expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost [Table Text Block]", "documentation": "Tabular disclosure of cost not yet recognized and weighted-average period over which cost is expected to be recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": ["r93"] }, "okta_SecuritiesLitigationMember": { "xbrltype": "domainItemType", "nsuri": "http://www.okta.com/20240731", "localname": "SecuritiesLitigationMember", "presentation": ["http://www.okta.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Securities Litigation", "label": "Securities Litigation [Member]", "documentation": "Securities Litigation" } } }, "auth_ref": [] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.okta.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r767"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.okta.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r769"] }, "us-gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpense", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Sales and marketing", "label": "Selling and Marketing Expense", "documentation": "The aggregate total amount of expenses directly related to the marketing or selling of products or services." } } }, "auth_ref": [] }, "us-gaap_SellingAndMarketingExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpenseMember", "presentation": ["http://www.okta.com/role/EmployeeIncentivePlansScheduleofStockbasedCompensationExpensebyStatementofOperationsLocationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sales and marketing", "label": "Selling and Marketing Expense [Member]", "documentation": "Primary financial statement caption encompassing selling and marketing expense." } } }, "auth_ref": ["r76"] }, "us-gaap_SeniorNotesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeniorNotesMember", "presentation": ["http://www.okta.com/role/ConvertibleSeniorNotesNetNarrativeDetails", "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofCarryingAmountsandEstimatedFairValuesofConvertibleNoteDetails", "http://www.okta.com/role/ConvertibleSeniorNotesNetScheduleofConvertibleDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Senior Notes", "label": "Senior Notes [Member]", "documentation": "Bond that takes priority over other debt securities sold by the issuer. In the event the issuer goes bankrupt, senior debt holders receive priority for (must receive) repayment prior to (relative to) junior and unsecured (general) creditors." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "verboseLabel": "Stock-based compensation", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r7"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://www.okta.com/role/BusinessCombinationsDetails", "http://www.okta.com/role/EmployeeIncentivePlansNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Award vesting period", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. 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Excludes share and unit options." } } }, "auth_ref": [] }, "us-gaap_SharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesOutstanding", "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "label": "Shares, Outstanding", "documentation": "Number of shares issued which are neither cancelled nor held in the treasury." } } }, "auth_ref": [] }, "us-gaap_ShortTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShortTermInvestments", "crdr": "debit", "calculation": { "http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.okta.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "verboseLabel": "Short-term investments", "label": "Short-Term Investments", "documentation": "Amount of investments including trading securities, available-for-sale securities, held-to-maturity securities, and short-term investments classified as other and current." } } }, "auth_ref": ["r103", "r104", "r866"] }, "us-gaap_ShortTermInvestmentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShortTermInvestmentsMember", "presentation": ["http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofAmortizedCostsUnrealizedGainsandLossesandEstimatedFairValueofCashEquivalentsandShorttermInvestm "http://www.okta.com/role/CashEquivalentsandInvestmentsScheduleofContractualMaturitiesofShorttermInvestmentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Short-term investments (Available-for-sale):", "label": "Short-Term Investments [Member]", "documentation": "Investments which are not otherwise included in another category or item that the entity has the intent to sell or dispose of within one year from the date of the balance sheet." } } }, "auth_ref": ["r693", "r694", "r695", "r706"] }, "us-gaap_SignificantAccountingPoliciesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SignificantAccountingPoliciesTextBlock", "presentation": ["http://www.okta.com/role/AccountingStandardsandSignificantAccountingPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Accounting Standards and Significant Accounting Policies", "label": "Significant Accounting Policies [Text Block]", "documentation": "The entire disclosure for all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r84", "r158"] }, "okta_SperaCybersecurityMember": { "xbrltype": "domainItemType", "nsuri":

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M- C5+D@7(I);>F>HT2:5A\.]?MD9ZNU.IZO*5*:-8;-!6DVJMK56APRI6J\W MV7M''LP9YFVYE\:[=^%2[>?*R/,FEY\^O;V]U>!S[<5^_618IF%1G/8GSR&6 MB[,B'M#IDU*7FQLV7O:]>_J>QJN=OM?F*_1I=238\G#_RP M-_7\=8G#%\N781/,+8,U+!S^- MJ4)L.8-Q:\.GGBD??O4]LF)]Z_,___.39W@F M[2'2+B*4_?0I^/*G3\&CGVU]VOM)-UXEUYN:].>*;K@3DTPO+=NB, #C_1(O MI$[PIZ'KU&)_PN]WH$$<0PO>_ ^X]TN'/%>T"@&R1,3Z)&I=]T#$ZZIFO)GFI M2 $*?ZX ;"^'QCO5+X;$1&09@)/AA=*J]-@7/WU:>D.*%]Y8,+_I%;S1(>:M MI=/W?]#I[/GM2]\.W&^U0)H;^[_DRG<TZWT@/7-0%[P M)?;^M(KU'JE]T]EPPN^.D1#K2/YEA$|WO+'S]2IK+ZR 5*N4\T8 _M_KBC1 M"$*==SD8$B>B$M*O[/&$6B[397T'5-L+Q>%]F2!3_*K_1AR=_>=?U/5@ M'7S$UJH:S28:?OKI-#F9CI+/=%J<3$?= M-IT-:&YUH_'"JG/Y!&$]UG&O?86->]"Y?ZZXQGABXLK#OALY..(E=5U[=W50 MYNQ]\Y>$[W1MWV&?V,)XB4QDPW:1UFXE^GY,B>L[M!=|"G[\Z=/R;]%G?,;: M\WP8P^K#PN7M\K?!==IG 8L9&F;/A-7'T.GBI8S.Q+.=/5^[=C]^>4TM>VQ8 M<8]-2IJE1WQ:'OVV6<-BA(8X FOUU&BH+]EQ<^J+O M*3,DHD_ 87RB01V)23*-=32N;O^Q;&"LWCP;P?+3)VQ5C3Z!.>IX:$[@RMU M4[TN1_?-?YL-4U^XM'VARO-7!+]$GZ.7?%]:=SP9E$.3(9P-?4$D!1]U>-G[MQ#0TP_M.$2V2;L"OS)^=KS0>3 GON3*)Z]X/!YZM_>B_&Z#MHDM@"0*CB_W> M#Q[TTZ?8Y\]/(,1M& N8$WH(7TKL#)NML>N$O^]!;+0>]OQ2%W@T.Q'QY9HN2MFV5F3>YF)NK<%O8\JN9URT/O@:T!>].X*>A]5G\AUW@CN M.M[E@V/KON;=.P/JO!H:7:;SP']V-<>8L'"&I5\9CN:;+'"0/]57S?[F\#N3XE8I"9GD9HCB[ASS3AFT6F<9YD[;XYC%JG)692G%!W< K\<>9$Z\S!G?]"/6#.]O% MT*'*P7W@8LB%PIVCN19\N?G#QT0B>SRQ+?CHQ@5@6&1FA^)*_V8^PIIYA7T4M[AS6HK&Z,!$^A3O'-R6K^[INH,]+S =BZ+?6%9D8'C$+0W_NO-JT]-R/JX'4.'>'37NFMI=GC YB)!^(%=WYL2EX\4H\8%M5OB&,9UHM;&,)S MYZ86;;TY@&F1P4EN7*CU7$Q.[IQD7A-4[C:[MN5O^>>"2"$/P9RLLFX6+K,Z482O"$+R'(7)CM0A#G);^(@S!#R]$&.)$A#]X M&.)T4RNZ)WWRI?0($983;/*J_&>P3L"L1M$#%UQ$ MG$[!N*+',HX?<3H%ET08@C;;Z3#GRQI%#T./4++K;?7)6'SS"DA>K6X7W\$\]38ACC=U(KN29|*3U"A.4$M9!:A=^T/U6$Y13, M$I&%@C).1!:*P"416>!OC5PVA_)*TVF)R +OD86\6-T6D873TE]$%OCAA8@L MG(CP_$463")%6"):=:?L8]KOV@4'-VME.?EI)SDG ML[;-K8N_1/\KV_7ZE@[?4>=UI4[Y3=A$=4!?J8-MX@^=#IY;^S9N/7:>:+]Z M)/ $U?O;W'KH/#'J,&\WB'EK(0AP],NO_PY&TO0[<7Y0[ZMOZ84Y)M/FUO_FGN57 MU,$YPL@H..G7=&*[T?/XYWN'6V?\0'SGA_+@G>^%WIQ MY3826X#-9PO;:>P8W-C>H$C M1.=HQ^;&]P*B<[/CLV+Z]T"!XE.8#AXC2;YBFV0O*;|.T>Z*HB3>= M4'W;1M KM7SZ2,?$P.2'!^H,;6>,@+Q_-HT7AL:;]PG5/*H_&6.XY'XX@&_ =M(='PMT%$O@"R/QWFP37=QN>$/.DP]AWV33/)6B @1^YAE]M@#!H%JRL(RXZX MLD%[P0KR;-(!M0S;N;-A(;GV*5"FE=AI+U0T2P;*DYS,*'+;;1)Z(H3HH+;2-B9\X7;8)70MX>G+UN2&"FY#64*'GPX5Y,X;;?*FSU>*'"<_(=6Z3I 2G.;T_G)M(BN\%JHWWEPZ#^6F;$8/E"GL>'X-""68$(+<1UBN'Z@9H$\TP85C+E/Y&/6## M_3"XIC!FM\QMW)(?8N>&;)G;6.0WVW5!BWJP=%+,ZC[97I'/%!3O./9U],% ME3O/0?X&_PT2OHZ1WZ-TD@205R[-%$"6N0TK')]_ "Q+',;]$O-AVN8 M]RM0_Y5^(V^N?P@-MB0Y"M8K2B8Y<"G\GYJ/Y' ;ONJOO9 MPP%U7@T-Q46#1U"76'KT52F3&669VR@<_RP[39:*+',;M.*?9:=)#I5E;L,\ M_+/L1&D$,K=1D=TL>Z+:R+)-^V4:\0B96-85C-OH :^,.M&ZI7 ;>>"542=:MK11NHQ:\,NI$:Y3";;1B*Z,6"F12XFA8T^*:OE+3GN"U>(H0+(QR+E8*MS$- M[CEVJE6KF#$-'CAVJN6KF"$-'CAVJG6LF!&-^9ZK:1K6"S L*(@%?Y=[$2MFM-./D[#K5"E;,2,;)V76JY:N8\8R3L^M$:Y=:S*A&=-$OU*(.,8%=?7UL6(;K M.6R?LM0+F%K, _F;97CNX^"WPN0(JMR&*TY-<"Y4&++>AB63<*8X8>7:6['R5ZWB7C\1Z"5^!'[^#NSCVMQR5E-K=N_8F83=Y+S.RBQ ,.P>SH5?\"6Q\W-58Z!A"LE=ATWNX)0@AL5%A M&|\1O;>.$-@["2B*$K/@$!1/;W9)05&44 F/H!@YM*RZ@MO SBS\?V42U[T? M,I=IM0W3>&Q;[/=^.?=*&]Q&>-*QYTM)V<-MF(;N,\?$G/B3(UFMQ&9OB2GE.QA]\8"3Q!-TP? MYC664EM.GLGVX#8N4EM.G6J>YC; A[6ZQ6W IM3(V_E-J;I]HS6YQ&TXJ-;=/M&ZWN(U.??%=PZ*NMV]?^| W76*E0-(!9DJLIW.L&')IR)8V+EV;C#[?AJ9SYD_B]7PW+\.@W$&'] MUO*(]8*BVG==ZKE?IM_)?VTG'"%FE M>CG%?9'DF5+<6_R&K_(X>5,@!G,A@/R&N,X,#8<2=^XB6U33+V\MW7@U=)^8 M"U3^%6BNZX9;UC-<+>Y"3URPXA1QH39W<:&3L"+[*;[QONE0UW;=S3J!A]'ME.AL/#"9WD_P'T9THS/4VYU.5Y6I3!O#9H.TFE1M:ZT.&5*U7F_^!X,W|WM< M;VH"|<>&=3&B: %?-I1:NSGQ/K\9NC>ZE.OU_[>R?"EQ7N#J9]OS[/%E%Z[$M(5X8%G+E4FE//+C>G1"K]].S\PG>%?P=O'+]Q<'3/'MRV8@>14SCQ;K4X''4 MV?3PZ'X-;'?G\B]U]K_/0Z#7Q9",#7-Z^;>^8Q#$;U676.Z%"W0=!C^[QI_TM4JG#R]C'MV#6;;C;A*4IHH*LX+Q_N[M]NKF6!D_]IYO!\DP6YL#9H O_OE1KJZ__]]=C"XO;\[^4SD9#/YO3_X^^W=+T_W M=U7ING95DY1ZL]'=./H%+'E'Q-+:9!JQD_E/DO_][U_D5OUS06?X]?[QN_03 MJ";+MN[\,3Q$DT(-]DB';$&H2!9!9:]3X_+:UGQ4H6A\5ICR&L(%/;E^\4^F MX.9/F2F1/.;22@0]B3\9.1RL3BKD'_#,B\1OT8]}8-],"GN//LT>L"S[0$3,O3A<1&LPT4_KWS=K7:4=^TN]D1=^O^E)7;G6::M;'_6)C2P8 M'I[+'\/[/:;P,U:!I\.WUR,X1$CO.U")].+*27.!;4B,*J5WJ^^.0WTNRI7 M)70Q-N*2FZ4LGK3WCV>XK0[\9H^]0J@U.IR5ZP ^ZP >%PT"$9N7@*&Q'1G M:T C7 ,:Y5P#GA[[=X-;INE/O BL1AGXL;NC=<'82=:'(:./9;8_SR;_5,4 M_8NG!PP7XV325P-4)V#ZF3J7*=:T&Q8$PYN#>R-Y:6(83[Y0._7&VNJTF3SK M&.#;_|W1PS_]G!4E$6;28N.1OK'"KY9W![]$^&C!XO_#(U7IUM]JW)DOG43< M_W#$3C1(PFE)]E":3U0BKC284TCUKID6)+AN=+5B)F/B7S>%4I=:5TWGQF[]OJMN=^,2#DFMRL\/CH#*9]"E-IYD=NDUIY",WW5W: M,J5I&FA++*CM@$7*,AC9^;\KL,\]9WH%AO*2E0H#TG!;SZ,3QW[%Y\R=Q':EM=TU-\D8)T=4[V HNPZ6E.-ZTL!S M*/6JTL W/"JUZG7!B'P9\43>;|-MX:#H_+(!VJWTE-9%0VXWVTH[>U+HX?B M';P/3)=(X,+<@P_C2+_ZCN'JAL;<&'N8W.(ZYJ"7E"$;N_-"+.-/]OGCB05H MYJ4758!"%78%?]X[3_;;;/60ZY7> ;]%6MJ&:YF']6U0[AN:X^U04T:P8[MG$K3DK8,??TX*4JH^A,R54A=G-0Q=7SO/(#I9EA:FU%N6AWVG*6\'81@WS+_TL[V1/%:N>G."6'X9$Z M5) MR78P*-%&DH9G)_-?NWB>OT/8RC.8CI]M\|,A5FZ.9Q]M7S'FTW=MA$T9)%"$M;R,#OIEKR_6]_"V9)8'F"S.Z)-,FU#A!<'FCKB,!C7^C+EAD@Z_PK*+ETXD#/ _P(+D^+$/N MR,;LB2CCRAL1;W7L;V1YE#C$X.9P#A^K$K%TZ8,2S/$94 6_/_\79H#7LTOAM)AQ%^,Q,%739(-@@B>M)W;JDDZE/DU(G25WYC@//"Q(.4<-XQ//=&:X[E=Z_ MJ;OF3,XRSU.=A_D=GH_D=+/Y@U+*UV:'JW1G2[-$R]S>W4[T(E2)6L62:\0[MO'UL>!X(!S4!\HYMX5)A3B4*R\94NL45A&@LA'5-/!)D!*Z(_?P9BZ[SHP]7 M-NK-, O*-X,=AL'%D_0!B=K^K*A*+;S &QDNC)A,,!GJT#H@&.],M*G[,;W< M+A &Z1**\4QNNUOE%O%]B#O(T!YZXQ2"1!@ED@F3(!*1-- @!R"4H"8MMC)O5NNU\@EV=6JO; MS.5)2DUII0OEY3>F3=\KM;:24U9C?LQ3:G*V(SSGXY?/3QHX5Z"X7FQG&N,O MLHN82M/"B^:NHU*O]+[%*\C,?OUA??+=)Z6247O%F3C SB27>\3'CX/TYP + MO(IPE5UR,/A'5<+38ROV9L9\2EYX>+=LO)TI'SF4^^*KAT%@7@9 M^5Q.C*5=\!FIHB*",X_I*G*R<[HGR6GB^3*.A>4FWK],(!KYG6\OELQ$%/N% M$>PJH-=NV5%2R$[:8]RG"O(,MP13,.LL-@9D#./BIRQ]"@Z#9;.@I^\&@1B8 M75 ().9P-K PUYX,18) MU(FCNQ+F !MZ?+)2L$C(Z@?R,?@S+KRR&D_GG67IXW+NB)IFQ%7I_"*1<>" ML[?;@T\?:Y(D_9NZIPC2+B[PQXW1IEZ$D<")]8BZ4X\<+Z/Q-#M8)P+3JGO/MMZ#W6>"Z[[_XKA>,7VD\Y8RJ3$R#U&"\AJ6_L*N=]5SBN#P:R?8]ID&9W@5] M$ +^*JO'@:M\RPC@'CRZLB("2@4TB&: Z>G^7+F]^QJSFQK(/6&L1]W[^MQF4)@6EA4ZUUYC22;MPQ62MI.[&!%OG0H;DJ^THU%;D.A MJ,]O(<^N;?K>YEMRJ(N;MI1O>U;*=^3,3?@7>O'L4/+C@@S!=KTDYAN9NFCS MD]PU%R&9U2J1N1_B2>VZP4*X0IEUO+<+%,Y?AV.3DUI---NHG5] MS78^NTQMK .2S^90I]90MF]8\7*>RD'XG+SV6# B6 ?"8]Z7X*U3!Z^"J]!Y MLX$Y5=L=NNF>:$-L.#PB.7XB)QZ!-'+0%A+@I+SX ,\]!^?I-N:]/7VKG]W M==O_)H'1,0#C[.PD?L M3'F0LOK!MXBO&Q[5/QZ+>3':DZTP0GGNHSPV;13DX0[6"VZFY687ZVRB6X#! M7OB+'>I@J2=?B FB2Z7!B%(06L(\>JSN+$6%G9GO_RNQ?.+,OQ02740,<"O1 M&]-S!9_3\AVFWT#;(^L+B#$)^CWWO@N3=Z'3)$[R%,GD?&._2]R#__8;M+*VK M!.P!?&PUL"%]6RKBC(IT"L50?CXW$RH&W&1SZB;U[U2#$K:8RI]^&:[[D>A M*8/W_"F0E&<.X#:0E&4GL^JG-2D M(.Y(^FK:;W-?0ZB#LX))AU=U(+B9EIL-/)?B41>30#=(?]R&@ @9%I'37;%+MRCN;NNUPEU01NZO\|^@[L<@+TX6S',EKP]7\H/D9&CQ]BYA3UV FTUR%HNX- MSIQ* M08M%{&'\%3Q&2:Y?_)/5LB2&Y49=]\"7?"..?F':]H^PX'*8*Q\UKL)ZS8;%MSLN,*;'PHK#@9M0D"Y LC8CS;$?]LX)BS6[4E NO?7",5ZQFO- ,\QO\|Q*T MR'NDZ-/.NV)VFS7I=QO+/K.6=60V7/H^H9JWUL?+@K7!F,#S5W]Q1[9OZJO?M/E/3H*]K%X_LR=IW'C;*67LAS.^_>-XL8GIKGY) 2KCF*%-;"Q0"'A8?SC5 MC?6'C\ET]:LWPUR[>XQX6/U2BZ."@142U[YU1\0T%]N;N08@EC@2D!X6]8"I MQ*%2<'O07]! "0"!0%:[5-H,JIKTQ*Z8?P//T4Q?IU7IV??8@[&PN DO]=BS MJXO7LK2Y2\GV'6GHHY&Q4#5\0AT6&+$T6@T?RK#JLQ+CU/+A:\UVO;" ;OC- MBV.[K+CX$%R(JA2(?)" 8@>IS?,1)WE4O=LP*?A21T8P8OV@4V!%T&@")-YS# VNP5_"LO%88]>C+U/V:/+,1H$@ MP,+C%-961B37'PY!)MG;@%)XNX8'\/ >]@=VIWPE9C!OPW]%(8<|CJZ857Q_ MGDHN7.E&#X(?=!A_<"DHSU=#"TX"C2F0!]\P#7BZCN.R*-5A^"'9@)@V"Z+9 M$U2-6.D7-1%Q0%D!3X:./9[/'>;S#.@*B303UY#_;#3:])DZ;MC"&9G+!(&- M)<#=Q/?8 P!Z 9[S'H)FF')$|::&7Z=(*D^(/4"676@*6@#"19[$(H_*4YB MPO#K2;-7HZF@C>CLS0P%%CS5G;H@/,&[)O!B%)&U5XQA1!<],P%ZBX* M5\0%)B(^'J0T0-0GL.A,YY<'K)N?R(Z& 6/7"=:914X@)D*JS"[$7]?&!X2% M^8':P._GY9^Q@<:#L 6LWN5@,'[T*)#;JAP@U\!N.W:%LRG@7?3?=8M\G@:@MWQV S(W$T&8##+]<>R =#BEKI@K/<^&U;"P.7(X'-!:U M5B1VC(-,3X5/67]D,*P%$0GE!@0(OAC;7J00GQTFN_#_U'HAK"<$]@*P*)) M&&G%42#\(>C?L,1T>^B]H>*&X>]V$XHE8SC#X0NH"]L)E6?TP%517]%(=[^- M>=T"HD$R1A8862\&*F88(YM1Q'4K(LN++$S[;XPN"K<&&4E1NIFC3Q$!XT& X;!#WT&+Y<21POXI@,K37N" M"BY"!WLV91"9OX=:(R9B,T@MJ3H ,Z[[!YLNP%:,F8@"R@(M4 H #/%9L^K M+H6@FF-ELVX(+T5E%%GXA@@1+#$,7]![GR@*L7EA!X[AU$SR!J1P9@V4W>7E=-82) 24YT6%VT.11C4-GP!A?V#V/7LTA=?9 M4TJ#9^$2!^-R;43\Z]*.JRVR:=Z$!&9AV0BN\"QY(/9SS3TW4+:K#9T.04(D MT$;W@,O;GS@7DV#N,-T_@W8LSV':H$G#RN0' M"S:8%42#==&-VN4ZB^ONYUE]?6;8>9&$TG=8#]CY!1M7=*:C@(+;N#%AK-0 MA#^NVGYD\&TV"9G--P;Q"0O_L:Z^.*7X Q!"F9'GN%X@S8'6PEN>"1[YM2.K MQI,"WV !,C :?SP)/C/YQML6.MW#JO\CN'))V.+ MK1NB6;?MFV)QM_$P5\;/^E7]INY[=Q>3F+@N#$.XNK^[OKD:W%Q+ M\-?@_MQM=?\)/GSI?^O?7=U(@[_?W#P-BCJY#SKV3'%8L D>:@9!K="$9-:& M|&M"Q|$@\V ?_=\'P2M,^F;\I;FIDG[!Y^LXI[H)4XOM3PVEWJVH^:'T5 M1J$(@]7E@=IR\S'7#+A:F6)]7&VZ/R&_[2 4P!W9KS9MH*YR(LVDZQ*W M,/MKIGFM%4T]_80V=IKU77VUS6QCLU?$<;#-^K^(Z=-9/]E6U$\6RZ VY?7FNO$2O8_P)*9[#HN)@'HIH-X\#-25 M2D_%^DQ<0#TGNX?K]6DPLAWO ARG\>+&XD8S04DW^UCI+2#:=RAV1L0GH.'M MG(3)FH;/D:]6>G*UTU"S8G\+!@^AYI/8AF<*FAT],@_0-!AH\@.%Z Y=MQA M(9([9CB-+YQ104INS@ IH%WK6>'!'O(;$S1<,Q$W9,ZT^JLRJF\,0KV_6VXKP+M%I>B<&)O"2/|\'&,U!!IU $B,B]^W#G$V!\<.B&&/COR%1QS"7*TEW9X]M*/M)38!=NC'D*XW 5G[ELZ*&05[L)OA+P/\.S(GEH"P$P^M(?<#B0(@]:]['=<4W M%V6EIG"I))]L6,?RT(?AY#=FI)12"":YTLMP3Q7$;ZC@6%?K;EY!O&2,*8"Y M>5X(V^6.9T%8HI)3]MU.G7N$E2!Q;9.)&ARJ#.IO_N$;!%?I"Q$+HS2E41I0 M\L$DE@?FQDU$3/#)8]#?K/0:(FA9&G#L-$93@:,%X.B\|)EA/*C^3NYQ)5F" MDYR,#A?V\ )/QV:W0\N(\AT]<$;1;TC01WS)_? W<+Z0F#$P;U=Z'1&R+ TZ M=NC M.CH #I*%]WD3PG&[=:]6=;H4,NC,"<=FIN9B2-@7H7_" ULQM4++WYLTVE#3K@))&YO52F(7;^7QK><1Z,?!L;V $[N\,EWBMWZ$'YT0,XD, M[9OWL%KA+[:M8[')&(3C%@TW28/"(CRT'MP3);A'PXW?4%K+,&* L !3:;XY M;E.%PIMJI=>I-KB)^@@C\-#*;U^@-!A0RK9'S9_^"QIDB3C@/G' >:;%5H>F M"5#.?*9.6'N\H&)7_"\A*G+9_!#6W?:")4'63;QVVS6YO(5PRG1&.OFD"R[% MB3**TAHM[4JO6ZVW\MKP3E.*B<=" D*"RBQ!B3*FTDH0[H95NYV\3C(=5()* MX!/$KYK?C*!X>E1*FE4EQ_+EU"_QM*GO.E&7R$! 1:XH@+===O','2"&G.< M2,GI:SDEHV"9"M)MKR!FSA&[7QFQW1,N/O8XKT_'11FG68&!"9GB8=PL'EHI MK)VX>7$H+@$#6Y2DL2>Y5%"^(F @3D:W)0&/1,[MG"E$UCC5$EA_,,R\=DJ?G7=Y'.H,+'#G4;9^2D MDXLVRD6KQ7^9#U%(YG0*.3O,.@BS=FXG0T0UF?2[SK;%QL :8U++L!UL1$V# M(W3B6'$6BS>BZS5]7CHEFDY$< >NFD/ 0IBYO"!GMYF;"W+:=8:<[.GZ?-FV

*M_*G0U:HT"O9M9@5;XKA=]LHT,S]OVSF$-NYMU7F)VXG0[G'+TR2#"-OE*MFV M/W]<35<*@S)PX1.MT)=K?0443R[-#C)$AW=BA,LZU%>(Y$E.@G3\!#) M3EO1W<0VH)RL]|(D/':ZTU9HM :>46X.3$%B[#SDU.69[83F06$?O)-G[21 MHC8KZIY;LV3>S_H*E.6RYY,691UL3B'7\W))Q'G8_29[QF,CZ!#,$O"1^3!@ M;FEXOO;#G>U1J?.QIQ.OF_D2B&-:]??N&I>68?Y<\1QL^;[] .UFANWB%^-5@X]?V_?^DH/8[ER.VN1T_Y>3X M*E==LSL)NZ)$(4=VPK]!38@CO1+3I]L;4#]09S B#MVZ#-[>?8WI51:\CT'K M@3CWSL##!.-_X3OG3PU7P?I,VN3MKYI/(U#C4>I].HU8,CZLKS>SGM"YNMUW5]:-G0W7[OC>R':RXG,S04&=34K>0.'YXS6,.#[/+Z_4] MT#P!R8/Q2F3VMM2D3X?D8'*WKNNO3FQHO/]XD_]V#%S:]8F>31 !\.Z]SW7M ZL%]$R*L;6RP>&@8VL?A6ZIV0FFNF7O1F=R_!IL!,&1SSFA).)*]E#ZU3>G MDBI7):6N--@UOQ++)\[\RJDB#0N."),F[[FZ@ 2V#NR$P,Q;ZW2Q/@=82LIG M3B)D(GAZ:-|^$V"Z==X D9+LYO>$&X?;6QH!:,-?#0[..W4-AITN^>6WAI. M.[@XBV[WN/"T4TNIJMWU'+EUBJ_==F!D9R!Q>L,Y[>#V(S&>;&AV]QUUO9)" MSL9QL*A&OU0E>-*$PH-?]3G-8"^7.(.FO2N#9H: M+1/2!:.RR+?B!2VM0S%NIX*-@K"1EO-6LI[D6$.? 9X1YA+WJPPMP5PE&S!8>L25 M/%9Q+B4+M7Q+X8%@G\:EC$TN#=$DM09#4M:AMI$#Z^H00QSHGMLLVT2P?; M@!FO!/.:H7NC2 (7:@RI5I_?0IYA$+ZW^98$]#XJ.E:/RR[\%T>-LFUTAG[I MT^FJ.I5I8]ALD%:3]FVMU2%#IM;KS?\H2B6Z:>3,DW52?Z,6S0\F/"S*$;5T2 M\XU,712N17H ,5;HGY)TZ\#L_?3LH BO3VSCTUJGE-DUPY]QYOX?3_VJ='MW M54LJQ:UE/<3AG*[N[ZYO[@8WUQ+|-;C_=GO=?X(/@R?XY_O-W=- NO\JW3_< M//:?;N&"\DS\@VZ;)G%*@)NL*MSM(4+(KQN@IC_NZ-;36.74Q@Q6YOGFIC9 AI2>>+2R^B/SU$#0L-B M(V$W?5XF&>]<%3N O2_X>:Z.,($=55(890C?'/Y<@Y\^K7_?:-;JK4;L3_6: M'/OIID?)@V@X"G[MV;;G#%SII/B)B! _^QICC']&N6O-[3 M;'TEG&/RO:^XB1UU]RKAC-)L7\GU[?M7X;KSU;"FKSED"TEP%|*\,M' ;]2Z34;OP"_'R!7SD _^%,F.ZA85X9Q@TP'8Y)65?8:G9Q,R/CBHY00L.\A9V=6]G/+(P8X"@CG) M0;?2:S76ZW+D?)0Q9L>ML*=FRXNX'34(\T&<6]_TFDV!.($X0-S)XS:JS&*; MK8,7#1!X+ >E4-LKZ8$L("B>W.GO 9%G>]*XKV_6P(+:30R+7EMGR(B2G MSS421"KB_6>?5I5F/2WEDKDK(PD5Z?WP%]O6V8GZ(-)F8)MZW.*'.\QJYF(7 M_PO"WCL,/3P8,U<6%@S>ZD<0]^X+$CL2,=/+!< M9G.]6*9(T!)&KS@?4>"1CJ\MV&U%#N6)4+'CCR,=.C #5#1#*5$Z-C9;S4- M.KJ5GIIYCT:@@O]T[.S=G (=C7JE%U.^7B1/'")Y0EN.1(LDBCR3*-+!'O<* MFWEE>(N=PD(#:V>_QC3 PCV_1N9L- &L,@ K3URI8,7516]#P-7NU(9TP&I@ M]FQF"U"D*&3A_B^.[;K2Q+&'V=I[G9\L[+(*&64?&&'CP-\$[R<[^/__RSV_A^I2XFCC=AV MOTY?J6E/L.>(V/1/?=_O("2XY===3$MS.FB%.A7#;H!H M"X+DR3%Q?E#T#\1IE)2VU(:)I//M/3O$0VW8%RM#]!15'#DV9EI-*9Q&0^H5:U"$F MLZ"((C8LP_4!BE+DZCE @CNI;^TV.D QB1M>2G*)S!R^$WM]!#I@LVM\!)V$! YPG9U:HRTZH@17M3(682F'BFPQ=<\W\%- MZ]GY7DD;$>>%NB),E7[+;T]/ ?4\DV(X%H3@=CPAAH,?'AS[U<"CU>YRB;&A M\4[UBS^I8\?)AHQEC#]*K'SFQ/40GNE1]@=3P6D=-GA A1=G52#F&/N%!](_MJM _Y4-3@LW%C/H'0^V\Q%++>Z(D.'!LKV4?BM,E>1IWL^S.T(6)!7P3P\,B MH5O@:;=UEPA/N-W0RLLG%G@]-)Y2PRE=!>M6FU6P5O(]'R/05F2T[(-(\. - M=PV]=1=K=+:#9H:X711//(MDNH_6W#/F(@]&'=&=;LQ!M'/2O MAT8&X(&(Z0L2/TEQ(9N(LBD%$.9.0*C":LE@(8I0#&KGA;2F3@OL'ID7$6 M27OS0\E@ENT\C:XJ672_LAEE3CK8NC-PWW!$F'6)?#9T^>])9!*5R/0$*5'4Q^$K=>^MFB:CWPVL@M;1SVY3@W4QS=*BQ&=IT W001T'XPT*KTV M+R I;];7+&;57['Y)O?N69_V3\\LAJX[5MZY'S<)W8^,,Y?B*XM(N'BZ+;; MH3'".PAYQCVN2 MLMW3#W@,X;/T3(>V0[%+6G"Z&^72!^>]46'AB<-'7O\,=IO$20NM+\X>W;P$Q#'4O@73U+4U^L9I,ZK$? L-CSY M1">V.5\0/2# >5[@3'PBX\CH5"H])=/AQC*>\P5K-7IV^(@+O/ZRQ7:ECPJRMAR.8VD5+.3G,8>"90(5NZ9> U'%"H\;6;TM&J!@\8[*X"/?,R&)48%[9)RD M(@ED"RK/04PFG%'R 0PB@J,W6="$B.CA27:.8%&R0.9=W1V%"(0$L8;3(=UM73C), CKP:S[Q(#C5;AW15\!1EN/RG=S.?92$)]?"$OYA.4P$>&=8L.:E>1P MT%Z(# <8$B^3/4][4V*ZL;:C$!@A,.42F,21\QT2H]2QDXW*^U9,Z(9%@XCH M%L2=|W3?$]R_,%$5IJ+;_K-)UV:Z[]/%Z HSNG.+#4@3"A(X(@ZM2L_$-;3] M@@6E77ZX7V&V+3 /U!D@:[>[_LK]\G)#' OF[$:W?T%BU[M80-^CE0)F/,*|ZV&U$:<=U=POL&>2@QX!0'?6@=|$4M>":R7^LY0UU%J->S M%-@54!=0/PC4E_WD'+#>]/3D6DSU@*+6]RNDZ$;IN11/:7_L=/+*Z%PIYPSMCW)_!*_E.I!3G+PWF=^25S6EA'PX41*+D)QR23V6$[O/ADW4E*O>&UOF>[8TH\(BS>!!?T M*Q7]IGWT,8=6\E#,[^P#U2\(#(B\T" *XT]^2W7)LV'*XPEH7RS*MM>&\7F=MG0B(MR/#6EU=|"(>] ,6W/GC9^K<#]GBY][[GNL1"PD3QBV3M+=5YVLD9LVU M.M56]IH6XD0.5ZCJGA!50-Y3TL_M-R2W]/]@BEMWX0OV M6O;-PE@TB@7S@F\,2X=/ETI[5O>M]].S@R-:-,63CJ65\U@RHKX;@9X]YM+P MX)W:=C%04 P&E$IWM@=>##@P5S8."[T9^(N=A20 7NFK81%+@W=+ P^^P/8R M;BTAU68T2$W]<)@-)>B?-[%=_^%^Z5"3>,8K_?QFZ-XHDN:%&\,WU^>WD&>8 M#.CAQELVC'F1:\=23HPKS17W<.&_.&I4"D9G]+<[G:XJ4YDVALT&;36IVM9:M'3*D:KW>_(\"JU]XTVAV'"4"RNGBV:'DQP49PK0NB?E&IBX*YB(]@!@K]$]) MNFJL3B!RQQ*@-Z_WT@?OMT/!A_+0XD/ MAB7!PTRLS?JQ/+/R+>+K]JCRCTLRR-;@N=9D*SZ,Q"03EUY&?WS6H7=BDNFE M8;$GLYI^+Y, I[V[/P\5QVU>]^PA!A^.;PYQK\&G]^T:K)LN-V)_I M-3GV^TV/DN5:LYWN49N_;W1;8E#''13V1^T(0^:KNMM>4-1/;UKLB/%I1[M'SG)9$!!Y6QN;E(;")/(P?,R^]PW+;ZL1D(MD2=7D]%B8+PGI$0*$!]]KKDG::6HO\(C5Y6ZTLAKBV9DNI/*C6KQ)>*&L4$ MSI&7D#74E'R/6=2VS7 :O-BEU(Y8VU:116U;(2Q%%I:3U+959%;5HC,>8A, M7A(C:ML*@3D'@.,%,G5XO:9*[]^Q&I MO]K. @]F-&YK__7=$W,M '6W0^?R'O<2B'GT*:.GR*& DH[&A@>$DI*I9?7ML04!)0[,T:3^VRQI<8U2RQB>=52PBG//HF'1'$>1FEPHIIR\GKX-A:\3_# 1 MDH!-#K6TJ>0Y\#23=2R7R(QG[EZF8&D.!.=L"H9$OPI]_H0D#U[9M_2G.0.2 MR4PSA]5H7?U+'CL-;&W/).HJL M?!:H*PWJLEB3^:JS#CMJPP6PCIW7Q%% /4M,,=N^C&&E)XN5N4T6<*-V?=>1 MG!E! F&',C>W(($RM5WKK!:$%P,H!L*-')[ROAXGVK<71S%D-/7)0R' 0H"/Y!:FE%^L IA?M*QTAOD)\A?AF.@*14GY;E9Z2Z0P1%P* [;V3[\'P]<5%% M'N>X4$7Q)-(58NXRVXK1/U&M563. D4 (0GM?(]2]B]^=24%&,]]IB:M8;< MYFQ.[5]CP=N8>.1=I];H*GG4HW=4&\TDY1;W+4;&CWB0"9O.T4-3EA[I=4* ME%)4?5):*D8WWS,-*;CB-RARL/BD+4YYZ C/*CDRUE;=& O(LC _!2*N3.*Z M4A] W29%E@"&HWI?A M_S4=&IKA"7(?T$"T/1:AE5C9)LP27<6E?K#-[QI8L-0SM$P'!NZ:E*.#,/L MY90+ 8:@45EAS8>CX)00N)*PL: "5\!#I[GX\868Q~H M*Q%7LH2\3RB1,3["K?B=-DP$G;_71`"]_ .4W5=]4G-[O5CIIS!UYQ>(M[MR,5EDNTH3+'HK01>2HJB$FHGMZ(2 FL%PI!H&]:8<6KUU*[UV5>GFW+Q9 (Y[MP,4I-^6 RJU1/S?E=EA\|:%K69;"^P<(0)C6;.&W2W0L2)5=ZG6I;R:L&96GE MZ?R$B7M)2G=|HY'P^$:<3*V+C1)7[26_&AQ"5(2HG$Y4FAE$)>7RHU9Z2K5S MT(8P0I:$+)W*@%N3I-P%J%'I-;N=3N?0]EOA"O8<#0^WKNMC.!Y#\5]0IN8NMIJD5LX+X84)1K1VA**0;TI/JU[X#!'B 4=EZ$*&KFNVZ L)S=M?*]!+2K]7;F M;C*BRNYAM_M88$?P1/!$]$3PI% \2>5>M1,8A>N+X+^(Z=.%-7#==%&A(%6MP$2(KN"X$F!U.F.LI5[I],V/^KTV)EL>16[3<;M)).7>G-\$8C:NH2]!1" M=:PL8U$OJ+,@N=3S3%9#!MULRF(E$GDCCK]KM$HANMH=4E6)3H.")X(G@B>" M)X(G678%=[BM\YY4[F.P@C_9L++_CLNZ;2(IL$4J+N9?B$MU/'5*+9>ULXJS MOCJ57B-+65.!'"'-@B>")T72L#L\V9PU;)"IX(G@B>")X(GO"VD:]@KS_9\VIG6.SL MU@I+G3%S_7G57'_$#0[7\.B_J^<&1H,MJT>]V2\6>PK;08HQZIMU/&F^;M4+ MC'&$,2'W@B>")\?- C0^\)9YTL7E3B$(*EE]2Y4LS=V5+$L4:1317|$3P1/! M$\$3P1/!DW+R)-UN8M)^7OPB_^9?$R]=!M0[JM2=]6R6I7SIPTP%M-S#V[%9XW M#,.6XT.V#FFVCU9=7^"O /C:H 8/W4ZDV3E2.Q$!P@* ,$X)'K+%2+,KE*# MWW:\';PK1ZN.73DZ,8Z1@&!I(9@N*I-K.XL6IBJOETI%X3 84Y+;NO@2ZZ*C12Z397[);>TJ2^':*108C'9X)ZW3]%BH=7 M%@N-&-V]W\;?Z15XXH'LNR]4?&1FVMH5'"X A]/JGDX^NF==O6 'EW9>1RD% M] H /:%?$_3#XVS.>33[@&ES[&;E6U6@YN3IJ_BL*LXE5X0GFO>\9)F M&VQ+3"]7ZU=$/&Q MMWA/W1708-52,V0FB^"*"'@)G@B>")X(G@B>")YPP),T)G%CK=WH5N:M;%V M35Z%:P2"A%2?"4_R='0/(-5-CJ2ZW*=PL65A9K>U8%$>$7D3/!$\$3P1/!$\ M$3P1/!$\X<_I:.QHEK2K-UVI5>DI74YVP@0>#NZ$[L1#FR,\E.#P:Z*&A;_ZMYE12Y0S]"L.)AS6V@@E=]D!RW?:?31K4V2IQ4;3XTW.-0[?Q:G>PFZ%25;OK MC44R54G+Q,$CQ/^R#C-C7;_S WCJ!57>GCAT8 M&XV.@+>]Y$5=|;>>EL5=T<6BCLSLD^&9CZ.+?[U%!!)@ U>17]M6V'>[;LZ M"G;.['9RKL@L!%L(]KD)=]K*NV^/$=?2(A5LT:GG4.6;V_-/(H50BEBX-C'?I.UP_+EPB(C:A%T%;<(&BVW"M3L6'^/(:@INQ,KQ^;#SRSFP$Q[@V&_!W\H9L'9>X%/"'"I\7AB6%-3YW4WHO M0@F](4US1_[K"FF%!3D7*1#(^%A0$'_X]#_F@X-S? $N0]H-[@3Z3%W7^6 M$=_^+ 59 (D-0SE'PW\LZ+D).3(,$ZQ=90!#<%*HL.9#$N$^!S;VQ[9O>;RS M47!*'"&Q)V%A0@2M!+]ED-2.(Y1,G)MBU1T'"Q#@NY G,#0>,=[5.SWS N(5- M)AK5>CVO=-&%;4?SRNRGMFKJL]DVWW1#RM'W\YR=,W$M2]L,_S;5&*UE.[G?E2B_F)&#RP[VIB"]D1")\7C22JC,$FQHO5%\%_$ M].G"&KAN"C8K/;'$<0T3(;[")XG.,03M:*L.:G3%C_]5!1]$%?Q4!&D"$F3M\1KEP;%AI+HK#1U[+(VH_D)=R:'!21S/1IW"QLBJ3E#+L!W)LKUY]G*9VSMO MWAU(%6Q?W@D4+>/5*=T3,/ SV=%\MK-R/]_?< V/#JCS:F@TV%ZD)K[8K&GL,V@N#V@3J4G9\^M M%!@3")X(G@B>)YSO)Y7NM-:I?]KV8S;14MOV664Q8N_V. M>O?#)_+ ^8#OXGK[G.<:SS_IB/=D/X(]9WKIKI=;KX%IE[FPM$"2D^KQXDF=$MY0!2+7,DU:7-%@#>2.9BUPR1'2"BNH(G@B>")X(G@B>")X(G@B='+=^W5E]^ M0_D^L%SG+D:<_Z" _R"O]RQ(?NI.H((?5*RYG_NB0N4$%24XJIRHOTM_XABF MI-8/V-VE,)\/>U#YP+T/U#I6EFLVJ_7&P2MH'SN&MV>'R?,&89SB/6!'!+7> M/%U!(&_ N!O@QKL'EH>MH]4 D: L @C%,"&3M9;%>"O^MV)?!73/RUUMH_MY%R'6ZUW*KU.56YDKA@F(%@<'*;RP%M9VBJLXZU;Z2GKZVUQVR8(G.6%L[6> M_X=[WZ'*=6S?T>RN.[\"AV7$82H8]H=>]Y[G*IABKC[DZUUR[,51|9&;:W!4<%AP6'!8<%ASFRH*RW]A%X1'!8<+C:'TZP<'X)(GO 66SQ^$5!5;E9Z")X(G@B>")X(GA21)ZGB!4?O MV@+&=(^7W1%)GKNN^0NU4N='$N]I2IZMHB8F>")X(G@B>")X(G@ M%>")X,EIDPWRZMFB8,['63[[]!IA Q2%V2_=%A<()*DIP1#51SY9???,]7)N M+5N""5V]0'+=][]-&M1*'']B@VE$@_=T$7![D:-5K7=R+F7028.'B'ZEW68 M&8OBGA_XZR 0[:41H'ZI(@D"V0G41U'[H)C=(\2\,: 6\[YV*^Y#M;926 M4-R9D7TR-/.QX?774T D,30XE>KVP9L&*6UL&J0V,U?+$X(M!/N\]3M58*V= M:RLFI5/IR?FUP!'2*Z172.\VZ3U>@RL%NZQ5V_6FD&XAW4*ZCV%T'[QMF%K' MMF&MP@?X15UA<14/=85//T!Q53FN$D35PF@B:O**K;+'7&+U,T/;'FU5@GK15+JS/>I*GBU=V3@L;)P$?['(@_'6PU?# M(I88&[Y8&'GS!:[J5EFMW+= @?+S:]2E-&-3$=EEIMDN'FIO5?NGG-T/W1E&PM=^'&D&KU^2WD&0;&>YMO24#O?,@KUW?%KADUVRL5S1;^BZ/&F++1&>KM3]>K MRE2FC6&S05I-JK:U5H<,J5]O-_^CRI7HII$3C7M"7NC%LT/)CPLRA&E=$O.- M3%V$Y"(]@!CA@!I*K8WT3TFZ=6#V?GIV$/CK$]OXM-81@;_&F;4C%XPS]_]X MZE>EV[NKS].+4YSI M:)?0 @K?'/Y<@Y\^K7_?EFO-5OQ/]9H<^_VF1\E*3:DW4CU[\_=--<=!M;8^ M:H?>L)3:-V$YXCC-D!G,^DFF4DH=ZLHLR>'F4C\<;R!Q?IAZM&KG0#L]^S M!2\ZE+UH.(1 M/Z$KXHZDH6F_N=+0L<>2/:$,^"S6BX0Y'Z_@E%#W\DC(20>PA*\]GJ9(IM M4XVN-!,[27)8LNFE3@X[79)7L@FEJVR04Y$#E96[R)Z@TEJZB(&G^\(&J3 M$CTFI%H *9432'&?]7,.IO$BE+":H1Z"">WD"$C'3$YE)N\OG>U*KY59X0NK MF1><[+*;]P<*-K]DQ;TZ#R,ZU(I!YTO)(^^TX!U%3ACICZ@91$6?D)9@YL"_ M5_"EX<4BOLM%]U=A!1]<*>X!CD:]TA-&;5ERI8L^P%*X!=\H<:EDC"?$<'#? M1-)&Q'G9<\TKL8FW+4K$:'@[(^%50,$4U4 ;V_=+)$4W>'GN]Z9#37.UA..0 '1LC4JOS0$ ^A!'+ 1I9QIX]O<D M=VJ/+/HT3O28[0>9C+"B>B[+_C -\FR8([MQ*ZCD+H^L[6L:C!_XZ%"-&]]X %2L M'3HBA2S1PU@)_P$9?+G00SL&:S#..:O8[YD,01]$.WN&_IS&7N M,RK*R8!\SLBG'G!QHEG|94PJS<&56>!5),EB3!"")A#R]\ M^)!!=1;,<.C3R&1[W^NB,*,TVQ9_Q)??#W\#8=@H!-C1/7.O%V%P\H*;G?9F M;L!I "!X.6I5?MMS%KNA6 M>FKFT(,I0,>,F@0%_!H^"9:D>*@S1M E%#GVEEB_"EOGIQRMX#K[A=\,;7?DNM3)(Z6T&O5GK=]4QR$<4L(&HR:,G4L&ED7%SY,BOY4Y%W28LH9[M[?=X%E$ MC8^^(A)/F7Z6\NUD^9F1#]&=7C1*()7GL]\U'RM*PI@$EZ=C#;%3;-MAC/<6(]):.,09R7HLY*L0XYAO5(WE^KV(07V;8C$B; D;["UEX%WE@0LK:ES M12:L3^^?8.2X]M!{(\Y^/FE&9(R I+)<',F5=.;[:SB D8=S2T8X[62XB8@7$ MPRX3(R$@.EPH@1VPH:S(;ZCC0ANM=I#].3 P/.F;-N5_N$;$^20B'WMI^F> M[+X&-'3H0TC6!Y-87M_2;R+*QN&[&U!P>'2FOR M+>E%EVJ^PUPFB;P2P\2$RHNA[5RXP)5YCHHP"3,JRGY$7+0)@+2#&=TWU !K MRV =M,61XU*@);6^3 \7I=)KMH4Y>6K2D.Q?@>K?9T1GYTL#F0%KXHJ8IGL_W"PT<0*C5GJ=^OHNFUCT M*RB.=NK8J("T6/?:\L<7NNU=A*^-0QENU5;E>LD.H_"NG5'/"O\V*#H9%&.;MQ&RR5YIQ3IXXXUQ0P*11OOLB!JMN9M:CQ[%R2U,9F4-%/Z[6N!!+$X%[B@ MW-%M<@U$A,M]):/R9RD\)''"H|',PNP\:P?@2TI[Z=]2|'^(N?/B+'B>M> Y1M1'M+@934T8N44,&#B"+@> ^1TQ@^^RSH!?HS-GSE(8F,Y12-INOB&O+/;B/I; M\\|:>"HQA ,TR7A3 ".Z^" [0DYC,FQUZE@R(*^3X(=#6 E,VF0)C4/#(I9V MC(3&S)E^!\I43%T,GWN7B_L!%M? 6?()'3I9W. &1. M!:?U!Q)G<7(PZ,/@HB V>$W0_9&3>*FRYT&;TV7BVX= M9DW0 _#VD>!KUTLQ-O0A#GQMC)6QMIGC\K,.DE:W^F=BM+\8 6=,/U=,ECGJW!D.P@FY> ^4TA9AEF85!:;PI#=@BY^TL\Q,\N^1CS8FOW3Q3Z=65A1#_F8X!$,]2(89$>L%S7@+8[UP$=CQON-02YM*[#WX M57*(AZDS%M/HU4"OXR[Q*_ 4 _/!>6?7CA_]_&?$XXP%+L+?TY2\6KDP1V>^]>4?V13'5 F-UEW]Q$+"N@[*1 MWV'14M57!CW)D .$I[YB\?R[WM"X]:_)!.SU(L@+1)PQ[6SN'\|W*0+KA\:U8/W4]O$%%B_$ MIU9UWT'7WQO1T#+%[:O]N)B3L.5^?]'SE;@?8*I\WW:MW>11)%:ZVI_%\>P< M]TB6NX]'IY?B#"0YM@*=.'-04%SLVI!(#@PECW1I<=)@QIZR:5V$M5]SE:L2 MJ[U8I8N[VG^A%AT:7G#>)CIWB.'9$=4Q:>]0!^)+O!!L.!#L'QZY9(?-'JE. MP7G4_T5,GT9'SNZ'?V<4G]7G6*A]-OD-B)\^J:]3SRZH35@8OX-ID9>2% MKGA4V9$&\]YB &* 7(QP%2[VIQ:+2LQ"HGIC0M]>.\#[^*ZU'-G1PM8("^ MSC3(LV%F+C>QH5E5R5.?.S[\#>?7I&\]!\>@=?IMU:4"_?5=I8]W&\AK:=Q MBTHSAW(+(]V"%^SL+-:9+WA:E5Z3$_ 4?340 Q0#% ,4 \QI@*LI%.U4*12\ M[GZ+W?,-:1"/%.P #=9I$C4A3GXZBQ7P,2RVX0Y:T:F%51S@+Y;;PV*.S\3$MTB&2.Z)HT'LVNYB,@53PT1W9;Y;T_0FN! \$93ZCUFQ!RPOR;+_NF:-1T'A_ M*:+5+%T#P;2*L"R1]#*E,Y8I8S%!,C#KGKR4B=CWKHCC3($&+/X9YSY@DT YMLP/!3TA<8+WX6$^2G;L7V#N5GAK3$I/+^'TI0I./RV9.-:QUP@ZQF[X>5*J: M8 -X0Y?H.U8\H^Z*?CL\B"*%*4J=:$M8SU] +3K?1X.2\F(L'UZO9 2/7 M"Q.-+(4+L*9?@>QQ*C;0IAFT:(F3'#)JT;L9Q>/D0:IT>+$W1+[)R17H=]PH ME5Y>%3(XL4WY4YA/MD2,#&7U=A$@/],63"SN6-AYG2O-GRH%UR#'/=/=D-5< MSG3GSL83.0\">H7T%NG8N=S(Y=@X%^++3(U/'H$71E4(X3_1H,?$>3&L:&S(MN7";<#"++\)R^=0)OC%P[\N[5(*]U8 >SPZ^+J1-JA>UTKPH+W2RQUP:8)<8 MVG:*NRT-:422T_&+<"KV4[?U>).7U@1&BR=P6S/K[:1).C&TK@Y$YLUT"4 M7;+3#L8K_?QFZ-XH$I>%&T,BUN>WD&<8A.]MOF6=_&OTSH>|-2'Q=D"-.Z).8;F;HH"HOT &*$ VHK,.(,=#L03M<(N;;[S0AY_X^GM?C702[=W5S4IH0"V3B> "2=V=_]T,Y">]6K^]OKF[O!S37^;C _=GO=?X(/ M7V_O^G=7M_UOTN)OOA^<_9]V?X %;_B96# #/|X/ M9_IZKJZO9\4SGN57TQ:^S$W"Y]!86)8/M7[7O@=#H"""3%!9C@^!9F$Q?C5 MH&_,L?U"7(,E?BR^6HL BW!**VR!W\+W!%?/W@_OVF-5/2"(-RZB\;R\!DCYMQB1*U/GBNW")ZR:5V^UFPW!]US.&TV,):OS"=O_#(U7IUM)JT@?,"<*S;TK] M,[85(M:4?9(_?Y0 $OBK20D:=Q*.=D+9D('9V);(FTH3XG@6=6K2$URY\ "Y M_=F5?K>=`T/:T.AT&UU_9=]^SC!W!92P 5@KOU6EB?U&'4QJFDI]WQO3&R^9T**4M/ .9MVX5 /\FU.I['3&ALK,3&E"[0E<'F9!!=]Y5!M90-07(IQ#=!'^ M&GY$O-4SOK0FW83-TH(K$>5H7-OP8FR^ 80('[UQ?FQ\9&P";&"$P>O*X1)- M0S"Q_*S)!!#)I(=],94L&AP(>U=GS#4<:VRX0>SRO'$\ V=_@A35I47>XV-.' M/6V5^+,A/8"EADD;_I*37N"SS7AM3P>,HNUDW0*;)4C@=70X-#08C0>?Z?@9MSJB&V;|<^VA]T8<&A# _V3=,@!\Q M3?LM+'##:&98EOV*!,/'#FT@!G;?""G#2&&X+K)B20A0>D8@.7_X0%N&9Z#) M"0<'#50YZYF5Z4KT DP4MU94=00A:)H A GEFIFU*_AS.7,)Y M&FA5>AL9VBC:*0P45C FQJP%E<-8:<#?;R-0+U?!K.PH]1_=@W=(* 2X&$C M\DJE9TK#C YGUJ42-1,*)=,L9#9IN&P&C1<*NHF8H?*<>,&],(#?+#8M9AFQ M4?49B8GT(5S2?NGW'Y;K&9YN,]#Z-,9AY2H06:2S@^N;.:T&>@"4KV7/MDA1M'T3SG=/L(+#Y1&0A[;ML2/^DH,;!N'RA6]G;T5FF-2CL92NK=I9*4W));'9 M")-VC%G87C<+^Z89T"C$3Y1:'"R%L Y;;A!G0 M4D= >4'RLC>"]3R\%]4T64V4!N$"IL-T<#?'-[W]$!+#.]D"MC'X1U1 P,AD MNO5HX.W=U[4F73ZL1,[I\)&R%9T=*7[9K_4 D6C75K&^)9['13F+/A7G[.S MLR4XF7U!LR-F^PZO6^G9%EV+3;Y] 4R(* '+-WM7;4^_H[V2W\'1.O&4,,%? M(DS7_4J !,XTB*NH]:Z%H#/A*]P9 M9^TJ=>14<'"%8 .:!!L*PDJE@B#8GAS!\4#3*05Y0 7)]10 MD.(^# &,.UP*HC"B7D7 @CL2NA1) ^1]S MZ*]]N>1$ #/:=@(;/%+-).",*#$/'LC\3F(6PQIQ0:^M_H:%S11T\+XVV(S H M+$X:G8*;FRO.C$:SXCI59-IM67QBU:0[LGU3 M1QWG@)<;VGW_#8VR66Q!6E@!=CP0[;S A%Y,3HQ;9_H6")0I!4842NU7Y)Y<MO_@'/-F$^V9O'^#"P8I8L=`A^COB:'3/O,4[C=7,T@:-D-0&Y,O-6VSZG4SF]8+6GVH+E244JE5% P I!U?G8SA9S$ M>+G,+0S]1!=(%1*P*OW7UU_FP@ JRA]/HN@@V&*$-=*;0[$/IUK-QA56,T% M;UVHWE)=*+4=CAT-^_G!B=4;HH"HSCRHX;9*0LK:ES M12:L3^^?8.2X]M!{(\Y^/FE&9(R I+)<',F5=.;[:SB D8=S2T8X[62XB8@7$ MPRX3(R$@.EPH@1VPH:S(;ZCC0ANM=I#].3 P/.F;-N5_N$;$^20B'WMI^F> M[+X&-'3H0TC6!Y-87M_2;R+*QN&[&U!P>'2FOR M+>E%EVJ^PUPFB;P2P\2$RHNA[5RXP)5YCHHP"3,JRGY$7+0)@+2#&=TWU !K MRV =M,61XU*@);6^3 \7I=)KMH4Y>6K2D.Q?@>K?9T1GYTL#F0%KXHJ8IGL_W"PT<0*C5GJ=^OHNFUCT M*RB.=NK8J("T6/?:\L<7NNU=A*^-0QENU5;E>LD.H_"NG5'/"O\V*#H9%&.;MQ&RR5YIQ3IXXXUQ0P*11OOLB!JMN9M:CQ[%R2U,9F4-%/Z[6N!!+$X%[B@ MW-%M<@U$A,M]):/R9RD\)''"H|',PNP\:P?@2TI[Z=]2|'^(N?/B+'B>M> Y1M1'M+@934T8N44,&#B"+@> ^1TQ@^^RSH!?HS-GSE(8F,Y12-INOB&O+/;B/I; M\\|:>"HQA ,TR7A3 ".Z^" [0DYC,FQUZE@R(*^3X(=#6 E,VF0)C4/#(I9V MC(3&S)E^!\I43%T,GWN7B_L!%M? 6?()'3I9W. &1. M!:?U!Q)G<7(PZ,/@HB V>$W0_9&3>*FRYT&;TV7BVX= M9DW0 _#VD>!KUTLQ-O0A#GQMC)6QMIGC\K,.DE:W^F=BM+\8 6=,/U=,ECGJW!D.P@FY> ^4TA9AEF85!:;PI#=@BY^TL\Q,\N^1CS8FOW3Q3Z=65A1#_F8X!$,]2(89$>L%S7@+8[UP$=CQON-02YM*[#WX M57*(AZDS%M/HU4"OXR[Q*_ 4 _/!>6?7CA_]_&?$XXP%+L+?TY2\6KDP1V>^]>4?V13'5 F-UEW]Q$+"N@[*1 MWV'14M57!CW)D .$I[YB\?R[WM"X]:_)!.SU(L@+1)PQ[6SN'\|W*0+KA\:U8/W4]O$%%B_$ MIU9UWT'7WQO1T#+%[:O]N)B3L.5^?]'SE;@?8*I\WW:MW>11)%:ZVI_%\>P< M]TB6NX]'IY?B#"0YM@*=.'-04%SLVI!(#@PECW1I<=)@QIZR:5V$M5]SE:L2 MJ[U8I8N[VG^A%AT:7G#>)CIWB.'9$=4Q:>]0!^)+O!!L.!#L'QZY9(?-'JE. MP7G4_T5,GT9'SNZ'?V<4G]7G6*A]-OD-B)\^J:]3SRZH35@8OX-ID9>2% MKGA4V9$&\]YB &* 7(QP%2[VIQ:+2LQ"HGIC0M]>.\#[^*ZU'-G1PM8("^ MSC3(LV%F+C>QH5E5R5.?.S[\#>?7I&\]!\>@=?IMU:4"_?5=I8]W&\AK:=Q MBTHSAW(+(]V"%^SL+-:9+WA:E5Z3$_ 4?340 Q0#% ,4 \QI@*LI%.U4*12\ M[GZ+W?,-:1"/%.P #=9I$C4A3GXZBQ7P,2RVX0Y:T:F%51S@+Y;;PV*.S\3$MTB&2.Z)HT'LVNYB,@53PT1W9;Y;T_0FN! \$93ZCUFQ!RPOR;+_NF:-1T'A_ M*:+5+%T#P;2*L"R1]#*E,Y8I8S%!,C#KGKR4B=CWKHCC3($&+/X9YSY@DT YMLP/!3TA<8+WX6$^2G;L7V#N5GAK3$I/+^'TI0I./RV9.-:QUP@ZQF[X>5*J: M8 -X0Y?H.U8\H^Z*?CL\B"*%*4J=:$M8SU] +3K?1X.2\F(L'UZO9 2/7 M"Q.-+(4+L*9?@>QQ*C;0IAFT:(F3'#)JT;L9Q>/D0:IT>+$W1+[)R17H=]PH ME5Y>%3(XL4WY4YA/MD2,#&7U=A$@/],63"SN6-AYG2O-GRH%UR#'/=/=D-5< MSG3GSL83.0\">H7T%NG8N=S(Y=@X%^++3(U/'H$71E4(X3_1H,?$>3&L:&S(MN7";<#"++\)R^=0)OC%P[\N[5(*]U8 >SPZ^+J1-JA>UTKPH+W2RQUP:8)<8 MVG:*NRT-:422T_&+<"KV4[?U>).7U@1&BR=P6S/K[:1).C&TK@Y$YLUT"4 M7;+3#L8K_?QFZ-XH$I>%&T,BUN>WD&<8A.]MOF6=_&OTSH>|-2'Q=D"-.Z).8;F;HH"HOT &*$ VHK,.(,=#L03M<(N;;[S0AY_X^GM?C702[=W5S4IH0"V3B> "2=V=_]T,Y">]6K^]OKF[O!S37^;C _=GO=?X(/ M7V_O^G=7M_UOTN)OOA^<_ 9]V?X %;_B96# #/|X/ M9_IZKJZO9\4SGN57TQ:^S$W"Y]!86)8/M7[7O@=#H"""3%!9C@^!9F$Q?C5 MH&_,L?U"7(,E?BR^6HL BW!**VR!W\+W!%?/W@_OVF-5/2"(-RZB\;R\!DCYMQB1*U/GBNW")ZR:5V^UFPW!]US.&TV,):OS"=O_#(U7IUM)JT@?,"<*S;TK] M,[85(M:4?9(_?Y0 $OBK20D:=Q*.=D+9D('9V);(FTH3XG@6=6K2$URY\ "Y M_=F5?K>=`T/:T.AT&UU_9=]^SC!W!92P 5@KOU6EB?U&'4QJFDI]WQO3&R^9T**4M/ .9MVX5 /\FU.I['3&ALK,3&E"[0E<'F9!!=]Y5!M90-07(IQ#=!'^ M&GY$O-4SOK0FW83-TH(K$>5H7-OP8FR^ 80('[UQ?FQ\9&P";&"$P>O*X1)- M0S"Q_*S)!!#)I(=],94L&AP(>U=GS#4<:VRX0>SRO'$\ V=_@A35I47>XV-.' M/6V5^+,A/8"EADD;_I*37N"SS7AM3P>,HNUDW0*;)4C@=70X-#08C0>?Z?@9MSJB&V;|<^VA]T8<&A# _V3=,@!\Q M3?LM+'##:&98EOV*!,/'#FT@!G;?""G#2&&X+K)B20A0>D8@.7_X0%N&9Z#) M"0<'#50YZYF5Z4KT DP4MU94=00A:)H A GEFIFU*_AS.7,)Y M&FA5>AL9VBC:*0P45C FQJP%E<-8:<#

#+M'"_0.X+I:AOTV8>_RATA_\5ODX(P1&D7&(&[!W7-B6XLAY&+E M>^P2B!D_%P0",+Z&[87$(L_U>7EQZ$NX:SSS;N> C])L)+:7ZRQ7T HH'MT% MUV*5B)T #R4C DX"7+* #88=ZB1J_ANN'UL>##N%4RE $#KD-ZS>BKO64WK M/;/S+K[FL0@0,__" @W]6:.1;9FN2DRFJQ*3Z;KT$@:<>Q8@NAJ!8*$7N(_ ' MO&>6*T=R>ST/NPUMWP&8AZEJJ/GF2&TL)TB ,@8)OJA>)"0-?S":,% M>Z5EVC_ -?.%CXE+$%4"E8M/C?9/X=(H?4^+8O=PP1 ,HZ#6[=R(7Z37QL-- MAP\0;Y@L3/+5-B-R8>K+ENWSMUG;XW-(YW<6'@35$S?;H^S"KB>7T# W=NWX MV_+1526AJ%_9KG?SCDL]U:/LDXC#TFQX0;9+"M_@O, M*98BLH5VR":\8*X&)LYAMJ_!\]VF]6. BL"V<=S_I9&_Q647G*O M7$7Q<%_D?*JB9?D)\;;DS]*YJ;Q?;H'$4,0Q"#!8)"M__>ON&6PD0!(D2 +@ MI')DB<0RT]OTWFXRJW8#W!O(K7AHOO#$J>"T7>+;"2" ?//'I[&_9"JOW*85 MA[\K(=KC(V\,;WZE6>Z5>$I"266KOV:>&&S;H!/ W"PSZWL86D^3&4@*@V&6 M6&1+|_>S7[FG]^?W!7R'?)-P) Z,;&N=4.1.K2!1FZ>/D9L2'N(D2M&M+C06=0^6U47-H-[$4#$/%F\74=OOIM|?-^N]IL M#1,_:M2;B9^G/0IX#1=.OL5_U(-'3ZMS=SX M'2N17=@&:,>T\(5PJ8+Y+;+<82L4-!NRWD'6,\AZAZW]\,DI[*FDO2:-5; MC4ZF1Z5_WFW+19U@48,\4H&*Z_],=[>&H;_F[OE*(.F.F:PT6A/RR)"85%I4 M;9$\E>#1WK1/CL1UG=:/BF/_K$L]A4ZZ/,R930ZS[8]E[=+DQ*FX^IC]4L(? M@9933%+X'50O20J2%&!]7T'_EJ1P%%#[S9P*2@E?T.JBZ<4Y.A.WRTE>4AY" M,MPG7SNB'6Z*O&%1H?(.CY-V/;$X];(UQ M*3)$EL,6.V3,5RIKM5K9IX/UV:>?V=@- &S./7E7=P!C"%\M^@A,Y|"'QS@!8 ME(L- WA%[CTQD]*)*D)5 M1#LHJ>&#LQ"|R2]254K)*NNUKS2%*XD'!D72JD!0L]$=A9.O>'S?0@,1(U1 M0J=O;+52C*U*UL]FXI1AT>P4;*O0+DA;A3R=.Y+"BJ'A=_ +K82"IK)4MJMR MW&E**CL_*LM-K^RT"G0*ROCQ8>+'IU|@4: ^2@#M6QL*>D;;CB>EG"^<]+%>! M[-, ;(&,&4\NP:- @EEZV**_W6GEVSWE /U1^;FYU&L<*J%1+NXXBZNN9?B4 MV 1 N0SDWA44O/_X]TLOD72O%0IPV;J-\U95Q9.G?]2? MZHH+UHKCV>^*$^B19]% [/),:WCRM1RW;7*|,_^*F6>OU|TY6DO'(TE!@3LZS M55;15*.CHH:6G H0EKR=:T2TA*$TNDG+D@:.O5IF.Z4RG;<*=1TMT MR@U61Z(6,GE2"JK+I7M&ASMMB65G1^5Y1;H[':*= R>A9LQI6)+ M>AF7>:[=-)6Q>W'3Z1;$OI*6^^$I[.@:8WX[&"2559[*=M88\VM?(*FL-%26 MG\8X*- I6-WD'E[VD3SG0Q9 ;,\6G3*%JKL8%:H-2!X*O.<3TFUAPIO|QHY MA+%H[OCG=1YA=%[+7X"[]V"H"RE'\7V ME9(6G-6HB(_8;,,>-2]%FO&NFIYJ MRS'OE1WC*|>\)SXC<:!SA: [GVRZ^[:V M9O4EN)>^OVSE_GCIVK)^_FUZ#MTOIYW-I*%C<|>XQ[SSGIG\21A)&9P>C ML\AM^V:9[%V9J_9/YBI3V.Q*7A4P%V6Q%JEHF"#;L'JF'O8$+&[&MDN M;?&?Y)- SX)-C5V/W!A6LDY6L(EDE_Y+RWE"RBF254K)*;G7Q_4:1M"K9Z5Z. M")" *\55U74:R]&E^QY>O8*Y#OK-7 XY6:I=:,(\MJ7>S[WK3KJ1,29EY&,;] MW+OS2LJL)F7F9X=VRG%$5SVU1XXNE8N3HTOEZ%)Y?P:2/KTWIJA72<#)T:71 M\E2.+MU6#>^?J0%4'SM0U/H#.7+R?"CP4+V(^KV+F[V|&DHZ*DY7G$,1TJ:V M./V^'%U:8!HZWFF85X>6_H"?'&36X/B MD$+$1*"CAU/'33D3$E]98>.C0Z:DLK.C\IRBW,.6@4Z!<_"R2@'EV!) L." M*8R#-K|*43+3I=U^> H[NL+8]6#]CZ2R U'9S@IC5U+9^5%9? @ICKT'G8'53 M>^3@TES88M@H4Z!ZT*>Q:;U>X=-.99;S*:GV4,'MP2"'X+:DO<+17]: ^*&(M;U- ?#"4@TLK1G?'.ZGS"](/&_P$'A1>"IZ%KS3_P:5RD-*. "F[?#EQ^[B, M8JB)TY8:S? XQIBT5X.@\U.0TR>V2VX|I0 U;^64'2YZ5/%MZGLUD>1ZG'=\[MTI8//Z|4]ODUS+PZI$TZMP.]@[7E(NH31YC(.[\.@TZVA.HX^U9GVZ?T6[D(P>ZKQ3741P^^?0? ^X^]? MX7&? #&OR,T01$ H#Q"W@P2[@^B)I*P+@P_AN_O0<5Y^^\X]T4X.%7+?Z(+>. MQ!,M\W^L4;G-H>9'O2VD5U-STJX? M?+GV6M_T<.6R MA).[2+-2/2-E4.H)(%I<)4<.795#5Y.? D3AD<:VZ4WI**-VPQY4UW9X 2V*ORSE1;CHZ]V/""3C;'8NBU0[_& MM\"B^R<1RZ/)_@6D$@L)9O>G-]##-H-W9.]&O-2LDJZ2P"FHSI,QD9I-^ M&=BDA&=T:=+@\8P>,_>- ,7Y(NY8RU5_Y82U[;!R*>RF3!9CW>0:@>YE] 8@C M'SM+9]X]OPXN;N!L*T@UL:O#+SY%18Z&56K"!BW#O5.@#DI-)93|I;',)[S M3P'-Y-FJE*]: (UBJ+M@*E0_:;?"T]$Y>'4SS(X2"6IM2 $@!<$@!D%/Z2K?1 MY(Q]E*31$S%V072DK.DU!HHYA1YZ:?LM:5LDS:+HE8S2; M2X"*_)S9823RA5V-:;;^O%)11[M6C3?UW4%)$=T:;$P|O-^"M^\|@V-)B$@ M,@'E\1 ,/HQJGKON'VIJ2&O*.[Z0'#X_D&?:*MI&'Q^>J)^7Y4;E!?/A\|_!T MJQE_>WK\>O|YI Q_?+E_&#WK_';:/:X0G4>?BIIMP2N(1L,.VNJ?:1C>Q_TI*6BN>[5IP M+L6 ERG^\9+[L5@J2@9$*.K*G*[E-N*@8Z@N4/HK6P8C"W/%O985'LU> 9\!#=137)M%QE M;ME,,??2 'M+S8^I:@>2U7 ML*,'::/.X0G4>2

M&YOHN(5T_-URX;WP&.-=\0$5'7G*!*B4,9NHGL,4=\;>E3?+,_ C185[KX+[MWI@-'SG*U#(,Z\U9&I*Z"B>$2C<.E FLAMD J&@&@YZ0$H#'7AL&O_EX^: M[BP,]?U:-VEK=-/'.!;P!4N41^_C7W]\TS5W=CT#'_MED' M4/VV^GFG5V]T.HE?->K-Q,_3'M5LUGOM?J9'I7_>;;>*MZCVH%OM177::Q^U*

*M(3]E;6;4<.6R!"6!L\X*K5N+PYR+,_<1S\7EF,Z9\@^MFCG)GHN3XV]C^[>;O M'@B8=K.V?"15%Q)/^]\8'-+!L"5EG$ OW'R(T%:3@\1)"G>;"I&@110.H:U& MJY/7'C<-+8[I8DO:5MF!V-Y7!IP)G"2QY4YL^YS!K>9F]!<((BEF]ZBYUTU0 MY"T/G]0Y'[* R%>XP1ACZ21UEC:=PS@ 2<"5X]IRE@IL]8[?S1>&|0YF& G[M]S&.XU/4-)76*M&0T>4LH9^ZTZ(SOM-G3E3B:*

*S#=K.4W[<[%3;O6:.U=""9; M9!6+V'I%)+;NQ4US4&NW]B[VDM16+&K;T!+]--36PRK76G?_J962VHI%;1N: M/IV&VOH%DVTGZ/]W3**I\M#@0_'-A@Y5I^&;P<5-M]8:*

[ET9)@=!%8K8>AM: M4)V&V(;8; QR*M%FB2V@A#;ABY3)R&V3D-*MDH2VX8V4J1MCN8H%/K# ,:1BII^RQINU5$3T:G6Q'!O45I M#OZ-*-%-CV"X?45,KX %,<\SIB!!J.:[0AE[-)S&M92)NECPZ32&XMKP!HY/ MRJ6#[9N,4^N:[LZP2$;'<=3S0G#23?XIR3%(UY7)6.1AT%UX;OFOC)ES)@9+^ZIIQ:S M"/!U6O4^UMHL+$?!5W;#%?*

VRD2)C6#NR(V""!KA+>H82!>VD'K+*CDEU0X= MCUJ:_24K,_(3EXWB0!],M?Y@,&PW69-UIMV.VNNR=G_2&ZA3UFXTNO\[&%SX M-|WL,!GUA5V-;;;^O%*GL*]KU7A3WQUDRBA*

*!IB17VL+!L#<,?BNQ63G2#Y M^(_G48W+QON'V[JRJ79,[*2W5](486,/C\]W3\KSHW+[^/#Y]N'I[C/^]O3X M]?[SZ!G^^'+,_'JXO1]]59Z>X8-O=P_/3\]E$*A, ^[:(-K% \2E9ZJ>IKLK*

*M>][PL]5#XZC+;K: &#.5GW[R"B*X\ O,M9-DLZ?=6=B6(Z75%+:Z7&5AM] M&EH#2,;4N%YT47]=]. ^ IW M!O(=5#GF"NT!UA5YK^6X0#'*7#7A+,"AB7A>]V/=(!66KX*_-*

KH6TA(#PWH;2$5;]/K> Z7T0PLBEXH)?H7-)U5 M4UD! !H^UA>]3I.4)ZMS]RN/2,] CRI9,+6"-+P;^1I%_/) MQL'!I#/+@/7Z=? H:/"Z]8=

(KYT'A+^K[[@;,%YU2XL9K2#98/D2NZ"#9LZCAW%61L8"_(8;I(>ZZ-%"<(%@=;S+ 1/ O0:6'I96 M[THB>/SS9@$VCPXJN6K#TQ6;3= NU)R7F>]*

*((/FBP]WPGE>FW9MPDKV@23ER M'.8Z(W'>)0F0;B.*ZE5.0Q;1V"LS++0(X4":F0"WEW>T?L5+@+7P+=S&):YS M895XRG@.FWJ&8NA3DK0;2+VSXJ,1Z^9;^YJTM:4Y%W_0"*

*["^Q*I_)VI=KAS M4':ZRS2NX'6*87K6?WUF6G> MA'PL27Z[M2.BNVVPU2K8>)!R+X !\LZ'H,-^:\E-OJC_E17I@QEM>$[8ESU M%YX^-H-*

*/YFILO-.;]>Z# TW%&&5+FZM$5@$$A]P#{5U?5T76IS"T;$$M,)],G@@6?[">'D0+(]Q:K 9G#(>+#S8+VBIEO?"O5ISI[(50\KH@DZ9 MFF):_)7N#&0"0)!8*W12T5D!,(QH9Q73.Q/]A3;*

*(4H=@K;I8C/%SD21GG-FF MZ.U%;0$0C!Y#%W'#V3QSZDMO V^11_L3(AR7S$R'Z&-D@S+!#8Q/[^$E0I<8 M8>$8GR-T[S@>2N8$]2+5)QZVJNIBP**

<]J/6']TYQ!=W4^!LJ;:Q$&2CF$32A M $ZW!H@U983F"Z2>$B;5"G5:%@2U),"01%8H%1|>FHVE%;N\,.OKQ/YP$ M.":B4<5B&C-868(N{C4M=5.B$6CZWN.S(>#;UUYI-

M('QYCV.E_=X1_;S MO>FXMD<$_@CPMY]!#CPN2-.;O0#M@]:%R+BW==!?)_^#UM@#^L(=ZFBV#0U% MCLH>!@U38BJ!)A.S^I B//$Z%&ZP#I+!20)@ !$.#,GKX#/^-OO[KZ?Y)>?

*R2OLF3 M[B&,]F XZ//]97_F/NZ<_OC[3PA^_W_T8X1=/*6&2(Y%.OP/KO0?II[3]2C;8 M][^+@I]F])QKW86W3M;+L&976 >A%Q /!\]Q?,U!!6WWW=%);[4\.W+]Q#4,*

M.#@\P^67+83,#]2$F=^$$^28)K0_O3,2!H"/C3#"2=>QD)ARDU0,#T +$<, MEI@.>\,#D/<.@E7_7T^U@7M I?G!%I9-9^P7#),T&U?_EYZ%[Q^9)AJ3[Y?]

MHZYP&]V!=^*79#CY3@]X>;R,F&P^2@I0^(,5\5=T1Y&|"R,<7!(\1B0X\W# MU(OY NS2U%>A!8[G-/LW+A7O<#&!7+PI^1Z-&^NT0H!/7;DW R.FAJ8QRA8X M9ISPX_>_]*

*<)5PTH]O M^A*P?RJ]E9RG-O-3.]C:-^$7$5TDQ&K$_*\)+W4" M%:+>H8):CLH+*L)7AF7]Q&LB1 %6O4O(X$CP%G@?ZF7H 3!4](QS;XB@2T3*

MF!DZFXI[=?/5,F!WMN)#D3(:7\S#6())[^C(>Q!4D=(:?IT"@<)Y\A>]3!.4)ZMS]RN/2,] CRI9,+6"-+P;^1I% _/) MQL'!I#/+@/7Z=? H:/"Z]8=

(KYT'A+^K[[@;,%YU2XL9K2#98/D2NZ"#9LZCAW%61L8"_(8;I(>ZZ-%"<(%@=;S+ 1/ O0:6'I96 M[THB>/SS9@$VCPXJN6K#TQ6;3= NU)R7F>]*

*((/FBP]WPGE>FW9MPDKV@23ER M'.8Z(W'>)0F0;B.*ZE5.0Q;1V"LS++0(X4":F0"WEW>T?L5+@+7P+=S&):YS M895XRG@.FWJ&8NA3DK0;2+VSXJ,1Z^9;^YJTM:4Y%W_0"*

*["^Q*I_)VI=KAS M4':ZRS2NX'6*87K6?WUF6G> MA'PL27Z[M2.BNVVPU2K8>)!R+X !\LZ'H,-^:\E-OJC_E17I@QEM>$[8ESU M%YX^-H-*

*/YFILO-.;]>Z# TW%&&5+FZM$5@$$A]P#{5U?5T76IS"T;$$M,)],G@@6?[">'D0+(]Q:K 9G#(>+#S8+VBIEO?"O5ISI[(50\KH@DZ9 MFF):_)7N#&0"0)!8*W12T5D!,(QH9Q73.Q/]A3;*

(4H=@K;I8C/%SD21GG-FF MZ.U%;0$0C!Y#%W'#V3QSZDMO V^11_L3(AR7S$R'Z&-D@S+!#8Q/[^$E0I<8 M8>$8GR-T[S@>2N8$]2+5)QZVJNIBP

*&_%@]&$LL8XGE5EP62RRW(/,42RQCB65,YL1D3BRQ MC(F2F"B)P4>G_3?NLK<|$<@H5=LK53%1\MAKL']2[>0TYDFV92F.8YXDYDEV M-4!^%"OL8IXDYDD>)@6P-?? O9Z'EUU!@>55AY?G:(,1=]Q9VK52\2L&:O/YQ M"P:W4G9C:^&'D]MG5S<7SO!1KMQW7%=M5U+%*_<;QF<\"YH,9_X?@GNG65-P MB2=6YS;%],/AM%NW8;]JEL?/8\OCV/(XMCP>/DFVIZK^O0"%"+]^;XAQ =3E MNP5V@7\])9:#VYV81\>,9=F1,OR7QR^WK[C\Y,5F3XJ#NI-!/;^+,OP=1QEM M?XG[:8%&VY7KC^7C$'T52*.AE(3/!_W;QY^ 1SIP> ^22]BS*;FUH*A[C+F M'/%0UWW][L5>D\4^[EGL$12UY4 # M1V#4UJ%%TZ<1&%A64;N*B;F=Z1.!,?LH"R=1"G8(WG0Q*A8 !R+GV/Q\)PZ5 M[L;BYYB*V,]4Q%;,.2)!MZ ?_8]@_AOUCV']_XF@Q[!\EZWZ^Z#BV,W[L)=@_ MH7IR'.NAMV8M8M@_AOUW.-0;P_XQ!]_#_KL8MH]5T;'][/7M9R]-DA=Y4M4+ M+-CL&KAI"0?,[:P0Q**V6-06,\DQDQQ[HL:>J'N? X[9^CW#TQ*3VSF2)=K*Y8)2GK96G M!V;^C?*TW_*T*0?K]LC4?B:R3QX85!#SV/=HK175N)X9%]I/D\H+5N]S0GOC M!A1WD<6\XW3>/]W'HU"NQ_58OQZ/P7T>UV/M>CP[?ISUV-^0Q5^MSD[WSE_MRF4"PX/A=D4[I>QU/4ER,[K=A:AO)MVF>)YH8=_KMRSQ_-R%R,: M^]D6+0\^NO05N(%7"W_7?>B-DS;[$3C;^*NW<2.=*W:1]QBV?Y35_9/5 MLUN&!J*L;L'B?66R^N1X Z]]'9'3O8RG/#G=?*'NR)+4]]PA@Y(G0B*J'U84J:(5HUHU8@&NS88OXNQ M^"A/6RM/9U&>HCS=(:PLYFZW:3F>G$;6I?U)4WZ]:-6S9Q&-MTWK<7(6UV.; MUN,XHE6W:CV>/8UHU8A6O1_5&RWL;5].YW$]MFH]GCQ_8(\GK145:-6'CRY] M!6[@G:!5):LU@"KXJF%7=S$MV[@5;^M W]VT;#?(,&Z'KVH['#V])8ESW |W MP\O$S3 P)]NX$VZ# [VC^8@!I[M/ ^>-S.A[SHQ>#+L=26[*>Y\F\ M*>"K881)WAGD0L_LCPBN.L^*JKTN=)F'G7C*=P>XL_XW#'=45B M2$3@IBK@*ZIZ0;]/6AC,: G#2S!!9ED]:1+)FDZ:7)3.VT:A8'\,,,?KJ M*W <[6&R=I%E D^/#V]O<W_B\:HM%4CB,53=TLV EW8 M+=:?LH:@W?? WY[4?J:O\IAP)3V\^O//IPXG-1QWV>]#\/_Z/CS3P=[_]_/X5 M_OA>0)Z!+1/9_+OAL1Z35^"X\?1XVM/KV&A_*VI+XH6E$PR >WXY"^F,I-B M06KON^0-Z\"/V6?0F3=]QC#\T3O4C>'E\!6/.TYS5/0]$\GH_[-Q;_H"#]P0].DE[$F0W/ MK2W'NLL@UJY69-$2/5P0KV?"CP(37L(8"S3A!V0H5D5L%^-Q,1ZW.Z[N[O;4BS*UM3(5A>]Q MEV#_A.K)4:QFW9JU>/GBJPK)163_GB/[$0P_OZF)ZC^']1\ODV^-3=0GH5=|> M/=5_ITECVKD9(S*^7!XF'Z=%Z]4#M#]2'\<+(YC7#:+C>]=P ;Q L^CDIZQ:A M_XT9U^<5S$*.3@A>?O5')8K)UZ?#5YBUZH3($?K74 ,E^,3KBR32=""]DN6 M\FOP.6>'^R,7'Z>$^TU>=XN6UNK_U],V>36FTHOCIT?/8<[^W16P:+C0\VQI MP..#V1MG<]!?_V%ARF:X2/ /N!!F:3REQ^8&%KF>4R6'<,FV20W]#&84%@'G MLZ69_OWPPV&2H5 4B\+P0(I.O MPH6#.O&O29]/>?/^=?(!I0GDX^@YU:/ M:F8Y%X]DW1BK27 A9RHAM(CP'\ODTC18"C+NFL:DA\F'1=:0U7"A+#B&KU*X M&.1R3%& (9)]UMHPDIRU'0\!8<.7A!MI7"YI?F)IVREM#9+R8S6'P*.X\V.1 M<46@ M3QO\@+:;3(IQ@5>)%.!#:%BBCO*N$4&6*6BQK@IU%"LR$(&B<4/"$2P633'I ML H*KD$UMDRZ14$[%NX 9T.]"[H8?@$N"OQ]#4^E!>IX FO+S.8XZ2@:6M(X7O?;B== M%P.NRF#BN@7)12MSS8MA+])5X;(B@R]];+N2MI&7;E0=2!'B YX#*864DD- M+2;- "NRQ!D^PND++S9UF.NC'& $'W_*V^A/W52,YA\HI]Y? P9#?4'?.7 M)E ;,]B<9B#CHV_H'2+(@P+/L_H[S"C|| %583N@@8K]_WQ3O)CDSU^|>'ER M9(],Z>3L- 'MV9DZ>CY^]R";FY.G3L__ZCLFTWUUF#9U./6@_T=S[]_="W\ MO6V37PULR_'U53;#7W>ZG5JY@:UH+D%DJFXV@E,9=_X<-9M*!*2H0')09F?\ M_7A0C\LN5Z4VJ5&Z\%^? 8+;L12"05LFCR(UD&E,X&M1)Y&5:AK8:+,,M#?] M!)R49 &J#-1D-ID8M@+"!^ ='9J:IF_)O(1I2&G L^P35C&A:ZDW:!,:VZ71'ZM]9\&(-E |9TTZ[=@OL4.SYZF8+!N[,)HOUM6Y+CIX_4S^"'3OH[LPAO.*,_D85SP(%8#)TV MAD):=950-%2C9J 3BA(]]Z/CX:S<7ML$1X]Q^#Q>4CG:(>OD8%/EL]MR\$"V MST/KO- >26FD,1MA1]7E1RO>P: HS+[B\'SQ,:HEEM_&M*I;(CJXZ2E^^W-U& M1U&NME>3GC.?M%%B-#BOFM'W=Z9T(^3UL2 L;I6<;>V/;$RF+]B%/]9P9>*"^PBA<31&IC'AHS@"ZM*=B[.:@Y-%@/4S^,,G(ME(6YL*#($I]N>T)(KF:1^T_$/&!&=+@(YAV43>*UH39_&068"=79L& 4@8E MPLEW"6LG5SD8%='^XW,M*E' HA955<\1$-I5A-H^1*YI'"@APRZSQO UDW!P M^-1Q-N?O(]#WN.[FI80'M 4#/4>GOW+:0T#N'5ZW_2?QW] M\!U/00?/A ^C?!%- %Z4I"#8^)&UT"%UKPC4:Q9N;TTYO?UV45I)[^0JFGMZ#HWMO4TWL4IOTY=WX#X5)!&RHY:. DH<(3OT2AFZ|6 M*5A$./Z=O0[0AM-B+L>Y+XA||O>. (]CX7'B0^64!@R<;@M%I^TSEH,,ZA?,Z M*ULI*YO4AXXX.CAH!^B6]!_!QT3M*8>_(S_,FQLHB?*8C 2*2_5Y]&WX,;(>-W97O2(D)D)X",,| MX<IB\N_XBQ4BW:VT%E0$YS 9G1 [%*7B^YU.>F5:6<6!&X&/K M<4%%(PSP"+2V:\%"RYGL MQ@5# 8R- HX]+%K+RG"Y92VZHD2ZW"*2/,DV"(Z>>*'M>]8DA,<"_P,*!; MR=+7*TRN=DO;C=IQ4[=)@4KF7N'%," F]$]80=V$\&7YV3>0U"$6]W7LR8A M?COU<4*KS-O1/(Q+4X)*$1R!+9XB"|%[L!I75=XW!.]F MG=5F,[,Z!&Q5)7G @5=]BG#HI:N_Z1'?4E%0-RX$4[-],.*0GFV ;S*7'K?(QLU_!@W-;#MP.:C2P8&/EK2+_T9)BNH M:;CF;G%W2K!H>;=B?VBP.BQGW;+PPC>B)->F32L'Y5@% M308Z'"Q&ATWHX7. Q9!\NSPOQ.2V>EM.RN&#]S#YQZJ:44_@I5@Z6D[#9W M,:/2L@+!27@XV"YEO=1><8%M.S)8-:RGG50:%4UP"|:YC9HZ(RL8=K04$_H- MZFZNH8:\2?[IYIM<[E_BSRO?]:^]4 MV^Z/!H"/Z&H7L&E)+1/]LURO%^N\YF.C_ MHO^Y1#//P-YU% U][=M]:B^S]Y/]Q7510V*.>?ZZV"T8E[(&R\+^*R1"6_P MB"&RUKDZML9>:JC=N1K,%%LZ7ADS_NI7]8^,_P;O-KN"U79HQ4.Z<5)B, ,+ M85T#3&?A3F]ZV:E'I*K?U-\ME3? 8I2#M)!7#NSY_]FDZ;>}&TG B[)2)_ V M'V.33:$S:-;4Y\;8HP3UG#'SX!F[^5'M=\/YH%9!I- M2C9KO-/)QN-N)C$CS+R,[>A1?-']P8G"HEH>&>3)\2*I@XKUKC]SH]P;U5=\5 MN\!O]F41'%8FCY*^XF1:I*NR3/Y$N10]V&#*=*E,3B,3ZE01[532:3V1;\QE-=B?]!< MP[^?-X"1>XHZP@B/: MV-3-G4SUN9^U4&ZF] 2!VU&S=WM(] \G\#K;_+8*9CM#6*|_!W@]* DW]W ME](/;7&.4-* I-NY> SISW;(C=[=,\P>$)=[>%A\:QLD7'\LO88<^]J6$C% M$I-\2; /N8T*L<-_2*8>Q4]C]..K&]/98.178SLM2"UDIQ*?BN*"L@5?CR]B MS:52X%&KD"]IV2-")PP4* [@S&C](@U$&HD1)NGW:I3\$SOLGC6\2IF186 MOEF(FV4)WEM8E78"GM ,8T$&I#!;-N!>$9<1.K;3NF2"),2$YR+*>%10 MA@:;$>0]I2$K8,,8#NE%DYC)K? M5*K@(P*A$9@2W,# H.R;87GDWEEP2*A/813DH,%>UAUF=6E)R%%7W!XN#] #6 M_6 5:BCTO9L+.=!T(\FY;G<'=P]R=M:(QFU_R@V*L\T^F)@)|)LGY\WAHXECB&#*(V-R4DLOSU*GSZS MM*"\KL'A]>>']U98RTGQ&1^]2)X>'AV?_8E(((G243(?L%N89,G,B@/.396T MO%G3$+$B//578E$\HEN\+\!1&11U?%X*VAG6L9)TLJQ"' F4#D-0TY403]H$ ME!LJS2IEAS,_D"2,ICP)2&Z%'9PRG#^ ?UTP"48I5O >=!F^YI_?PV_ MM]\("$B@//@D7+?7*.?)IV"WL_7KS:'&R\)-89G_;*(*.U/RGW"4-?D:;;I? M6^/_=A6MXM/=-L6S<%? 04XL4OYIDQU=;#'?%L<$>#]#0RV63+> |Y%Y+UGZ%!5")Z7:\1:O MH5%F9O!EFR$E/Q,LCP,%FNI=]6XP$$YP7NL%SR"14?X)K/ET5K#I,/:&2X M.<[$(R.6S- 3I.3"G._)P%V%2!=H8!KO0L1DDI MCM8X8DPKP>9"$NKR;@(UQCMBWIR>6O]L%B%S>H:>$<'F_/;6;"Y>8 M0T8<[>&4)H<8LN2OHL/!A6;)%^(8Z4>K-Z0AS MNQ> <0|24]M^T"=QLDHM+RL(ZK:84CF6 MJ9<_&LL'0#KSM;$L=>LF;'LY_/*^.O"Z@TXR"H M:XZ0R>2.CQ ^OG+D(J8)_Y[\5+P*SK'LD4>03!LS^3_?_?UF;9G1|_\B+.; M// ??\Y^O,- V<3<\A]7<6!,H=6$:+V2J__Z\CHTN) M-(^F IA47(RO#4+0260 MCO% -45%<(8%*828P!U*X|[%XL&8BHVIV*WW8-Y5R2]FU'3@O:!DAMSTZH< M\>GGJ^:!$_8"Y+,(CVI(BR1 L'0R0>MCDB_W_V'M";AMUA&%_\CD$G811UFI= M!O,P>2>A?38&4S#-G*F(%_LW[8'C+MVW-27% 36% >= SI2TNQ([" FEU@, M68ZK,_,2E:F952Y?X04Y/2\%$RI98=OGX R 8T 3Q>8)1F0-=551QG6\[NC% M 3D)".>FO BZD@I9+FM*;=%T/2FQF,$::OX@R;A;.\;OHG7S!=;-BQ=BW1P= M[XYY\XWM>O"ZGHW$GF^_NUZ5E.0[@0Q+L5:+"N.PA*UU> MQY7$(!:#L>PNQ.MU5D'OQOB&U7N8#;RMK*MS_A<\|5_L+ U!,O2_J;<)+|F M92H*V=E>637F< Q%&SEQP]%G2>+H_P 1S^7,D/-,H")7(&A2CTRAD73\%&AZ!GJ'77R*\R,H-O- PP|Y4M1K78#+X;RS=2TQ]Y/]-QP/O'4AD!7]G.2IB^A|%H"4:3%5B,0 4+$KXDFQT -^6V2,CV/Y MLD_&=2X4$.:W*-<"_F&?U$W.[:\4D|$_^[V_&,ET M3:,L1.M8]5O@S-WIT9E#.<*? >&3PP\G+T_T*9?0DL@>5<[5YJU&R@WT+N\ MKUNM.4B=L8 Y,\X+#'VPXID8R$4U%S-$@NQ/\<]KE(/?2)M]H1GWAD> MWQ=K87WLMW7DY.7W]U8RK:G MG<==>KL79V>E>]\&P4TIAF4?8^[+=5RNB_-W,.)-][K7VY.7SF^_YJ;%7]G,M MGIT>/?AB|.\QSW6Q7)TOU1C7.P)AKN<*T@>M/C ,3_@]S +"&1[_L+/MOO9R M4?: |2|9C6@>6(KBXE28(3(KIB4,RY[@N1UASFGC>.R> ^64W^&T;./>/7IQ MR_ZV=SQQM|/5OGAEW>]8H)# M+"Z1/+4+'Q!F/UIA85(206A)Q]820M(0;!)ROG,;@(EI6P88*BJ3,81D@6Q!P(O4M6X\/,<4,6:R7WT,7*P6:0M_5WIT(BPX@ ++9;)M!;< M-?QONT_] 3:M|;Y1HHWK74Z>>F VZA(EUB!AW8Y=<;C/;GVS@9PHKX4[L<=_ MW:,>]!^M=]62X.D)VS<4<5]_L9'YO512MQ)KC6,. M92U$!%, "NW*IAA| HK]V9G#<>;;C%$D7N(K.)A8KCM4KGL=5 M\4H#*DL^%!*- #KS/TN7LD4WPB|W?19N@;Q,,Y3;9)GCQ?+U-<.7=: ||.SWB MU]Z14;!^GTUA)DR37.!Y/B,3W.Z)69:SF^2X>]J0:6;30:W*S$W['#S_YO8; M:7L.W%|S*HHI$RH>>>]7]N|/=OKY,]8.VGH1JF7L<4_E10N>E>R!6+/_U3 2 MV6H_6';J(/HF3=[C\R.2B6=H&OJ9]$\UD3E7]5!(,FFK6X=0T_H3W-99PS MW7OBYGM#]6QK%M'4R|Q- 3&#=_0M2?1P|/?B[IT9GMCBBPA2%EU6.9$1/ MBP$KX(8I[^397]B)-SW.CE?GC=D[E;>>)3-@R/1KTMTTP%47%GPK-UKE]5VZ,%6:7(P$KL!,JG0?]B-8!M".TI'I;KK M,YM*4P#<- L3<"6DU,$1"\BU5]ZB3FVS"&E3 %M3#07TIL?4V9T97>QW>X7U M7(3QTFXXIQL_>'*>NSD74A1/Y(-%S.Q5ZC](Q(*RZ>M:2U 2T$;WIM(E5%O M<6Q5;PI:@G@CF*U"YJ?&$*#MZRO19+]UE.@9^* TX/O'5H7GR./@+R\,H.7 M4^MY^PJMW:6-#;" 'R>:OA4]&4L26C2D;'GR:,/MUHT]=0/VHM\P1VIKIQ]A M-!D2RGN5NSBQ1%//?8YEI5:F3=I]A^NLG!$-F.F$;^&A.O)BJ>%9SP@#MC_*GU@1O-VRQEO19-:?G87G?MT!3:5#FY'H9P<)O^-YE"QR&PGJO^?ICO|IY_8ZG>FI-D(C9!?F9SH? =%^VB/] MB5\$7_M:\;4_*I[V"SYT2U4K$AN.E52(O[=P#&6*-$:L0)$78!9)=A_5G$?; M7-;CX/[#Y->ZM:V@A%L+^U89;(M59<*F3>W9I((V=88,-7[VJ5X*;DLK="LE MLA>. B6FM'\6K "CL9\6(QA5%">_ 7M%)OV'!;<7_[T=QA:7L_2Y'5697E&D_$*9*0!<U2Y.172L/5/ M[_6TO:9H.9'#]4.!ZQ\X%4@UARS@%-SU&_2-2;\4.1HGXB#WFC3%>KMOF<;^P|>\SOKZ2DM@P; [BUH:K,/T MZ,590((%3_:4^'WWV+1-0>V1'S8AJ1K9AD'8M,Z.H Y]T9C'U[?2Z2%>>WT MFH9*W,/(G9 V!!AP (76L?WO/65_1'MMG]>06-6UCJ39@XR$312[ZLG3=C: M\S$YA1HOD2QX&6<\R4BSJOI# ^UR=HK60M[CH9BYC<6Q>M$PK2UZ-4B%C03O;&(/?MR$7MVGR+V[*8B M|NQLD_9]2'RUB\/|9-1.$|\C|EARM-9#DSU6LZ.]%>RW@K-YE- O=!MN?Q!6+9A MXK!A^:5U2SF1#\M8SXIQ[']@AE B0$IL655KYU/0SYE] ;J1^;$)#T0>K_]< M#MC^50UMI7&!QQ$\CZQ:BSJFZ$1@99 3A5]O <^KUS34DS2 ,ESU'1HSQ;>#_M ;*VPV#06=#=Q'O->SC&5*Q=C5GVEBG;\;G_[FK*O!?Y4#-"[DF)'=0/X(\' MTF)1!R./ $]K84,)>69[S$8C$(?Q#H=F_Q\98#!NVIA^-KYJXN5OM>FNBB: MNB('@5 N:E=:4.+$Q6(H\N<#5*H>,,6VHW&Y#<0&94W%#\ N1B-MKF%$"AQ(MGLP(R#+#, =CC|CU;CB %!%C!07@W:!1% ^38L7$X<7|Z)XG]LZ.=3=R[ISU\ M|OZ4C.1%4TLOX=^PH"2'5/MM;*$KIN2Q?->?@Z;=#HQP!Q^^;5;?.P)45QGG M-%-G\A/J$@WBH|>4-9+-9S/N*(PD0$0I[-??W2$@OZ>@95O:$HH|%]:W\!#* M.,H[:$XBU? 4%2LY>GF"T3)LU\CIUB=X@QQ;_L5R1GWW72H)+?H.S!U,O*8: M,/(+\H@8Q-HBN*598 1H ,[UWX?)7|0,HZ"MZQF??NFL\|$&\RAP?0RDZLCI M79S[ON&\DX=F%XWZ2 ENE4ZP#+SAMSCNA;1)@W3(%%X9D9;[CS6]EI/WD' M*YO\8B?ZO5]V.ZP$/@8E&EY*P&L]5ZI4D O@29HS[_:EI-@6T[\>EOK^\X MU%^/*0B1^W5IM]E9[/3(VDC:!#;RZQ1VD'BMRS(2YO5]%=O2#>;D\,>6<_ M[80W%!ROI)/:I/^&68=>GYF4/)V?GCLR?M+59LPXKUXT2A+T%\DQRR<5NE=*;Z]@V*0L M>Z/G7*T)SP[G^F=5+[<^H_DD+!FB##R.289YE6/<5,5%8M4P_7CO$?5'T4 M'&K7CIM,!HG>9'[=RK^Z_%S+ #'456#H]6"6"1BFPNF;9%V).5V>;[B)?*|\ MO]SX TG#VR0]+7!;8.B7912WP*R C_ED0&YM+ #C=,$\X4(5S;B;H>CKJ4#U M+ 7.7\?M7=G:P9P=2'-+#0%'2R*NZFS0^+*F5V).>VYJ' ?R"'P]?4#;KR'Q M#R188FR>J&+3:Q92? UFQ%WC9UA)R4Z@&A2FT0@27>3876"7!GBFFAJ=1,:UK M,C*U*^J%\669XA0T'56](BLP'AD=*0KJH\E#R,;3PEQ0QU&8)0K7Y,EY#>,4 M\QGE; 6LA'$? YE3X@772HI@9;V$8I$E)4E!6N?DW-8'UUMJS,-RSZ"#F34]U M<31W(!&%:\I(S1<+1IMX9BF^CV*:!2&N;KXO:1}?.(.VKQY! KT0E])K'S2 M_]*7LS#C4D@_5KO#OOS@'PH+0#@=0QX'.]B8.=+H'<:]MQGCHO WA|F[CW_[M^7WRYNTO[|[_2]0WMZZF.PNH(QX\[G5TF/S#G(,6_(T9;# (?,/M_>+]&K^M M,'Z9: <]&V1/64)4#:%T^"206PE/P*U<3:|_^(%9R4T6+%0VR)!4,G7.E\P2/XS$BJ1M35+>OKWWV]&;UM0]&C765 M^GAUR"4"OS#!|":M=A]+4:R-$:QK3P[FI25XU8PO?"O+15>)? ^BD$5027,W3@__N1PU>N] 'HNIA@@,%#3O@46Y@QQ0S MC;ZED]?UHW$8VNC!Y -92H?+U5)O2<;!=)TW]>6"2#X)L<)\$TR!4/&$I&O1 M%Z\184[Q%0^%P6.6=#)[:DN09? XSLM0HHID<07C2,JP_^&+>N4>@0&2%X.FY MY /U(5]^86[P7I7WANKN([$;X22#+B2]R3EM9$A'P.(L9ZBEAF %!._^8V67.]WM=:/'5\IK, 3I30<5WM*C)-C4,B>-%.'Z MM#0+O\/|QL(DQ#7'V W@^]/;H"[.SAZ\<"6-VGD9S\\M/$73LW1Z>$9?OP/([]?,":HZ%7 MR;R) ^HU2MIF4O?&7V#(Y?<84'UHCL S+$8KAF-%;F%C)N;A4@M_U14'EDW6+ M:=U0U44V'GL<<1)F)PLF6V2:4K'T6F)7T8\I"8C)143FW4)R[XCA1 7DV3?* MX=0W0+@H1I[AIVA(S[@$4PL, :8#2NTDX?Z&8YEN(C F7I19X\U 6.?.8DY$ M4AA;U]]J.ML5#(;:3 M_+XHVOE24Q"ZXO*4GF9SC,>H#?E*9\G&X;ZWY9:>);";KEM/(4Y6C@$!4I2,1I$1+\EEZIOS,(X^KJ7JAUN/A?2;[IF!GGZOX]=(QT6 Y;+7V&8$N=@>__B0CR#AB- CNU|WQN'_L#PB.+J,G0Z MQ(X=#*9$$;H_$7]MAIUL9RL:#DD @N)?>^0((,]2Z&[PG6CZE1*W 3!0KKZ;&XL.5^JCKBFD 4(^>1-07PR0QMR+Q "Q# ^DZF^ M#?BA"T\>!".W]K7(:.A$)[.,X\)1NM3-#<7HJX:H/;N7;G6/#3:+>F!CT]&! MT@G7WW1R,',@D))Z%4>"P;2<#6<)V8|K6#PYTO>AI,F0 ;0,:=$UAB6_8BR M1 CJ;I&=JU^!MP8F;/^N'/;JTOH:8+:4]9)!T5(8"%L9OR$>)O=ZF-PLAS"0 M1IMP&A]<'X7GM<59]]%RM#/C3&?RM+)@: MW8Y M$%V?@Z*"=W=DY>'IW^ZEZ79$'%T;KZ'@13X$:RBG-P+AM'S>BOTCI: M9ZR**H0RB9 \7+1C.$%-4#<-/A$W$[A#I*#=!X&4A!9]U%|(O\C/Y(0C D@G_TC #H=HME&M?%1KFZFU#V0@ M61V!##MXH&A#KRQH[.#(WQ)9.T(RU+F954L5(B#:T&6#AVN:'EEO/A*DQ.\ M+R[S?9K"$[5:.KJ$>#UR_MDEJYMFBL)QIP*;>_*V'I05H5P<+FV<)A$1;2X MI|\$T$| X,.ZFT9LP0XN-1#Z|)C1^;|DU$(X[A?T^;A'8>P)WOA>8.TP2!K__ MXD-5W@B2<+M9 S;D3(@82HNAW(0?<[LJXMYM^K6>_J'RD@NBEEPWO\RU:I[@ MUAOMH,R6)*QEMTOEXM8F\# F'#25*1:=%#Q,#;C'T\3,05A "J4:$",DD6Y3 M^+RO!/\2+FGG!!7'- (#OI\,M13B !015&AI_G=@=8/ GR\9RO71 M<68I2*6B K0"PLDS6]]25!>9PLM_X1,#<86A LCO\-=CJ7EDQ"["WV?C6O7 M6(?&,?.24. ^UA57EEMV3W4OBG5>V3][=Z6;$^%U-<&\)E"8']9BQ(6"=_SN M*#I!V)^$-[O@0T=- G=D^37A5UU0K<8TOW?&C91CZD^RN;9EE@WK*\V"95CW5 MXS@98-#=?%$N#['0M:RK&!<(]13&6>@QO! M9*X;GK1!(5ARZC.0Y1=@?V4@,W@:-HRL0PG 0#!]%4A MFWU,K5BML8/,U@T7FR-6GXPTXKC1L&WI<,XZ;4RI1>,NOS<++B%DWF9\P< M2]0:J2]@XI=H%9E\Y5Q,4*)P:[A@M,:3I=.0]A>F5F-(-K.- G+//5H>0"0E'Y46++8NY\X1@Y[0WRVBI\7$*:O][M63?I/A%%OPN0"C@_Y$?[+*>DHD@=]13W,%:ZR5%QX>EN3XY MT4!JD3;UY*CR=#E5,C&54FBOAV *BD%,,): (9_ H]SZAAAM3 'O!P038006- MW/:BXOX\?:,G1,VPO3:$?B# /R+R">/"%5?:]L>F=X0Z2.N'F+B]7/[%TQ5 MB^EDA9O&C'1)WBO*+-+Y6R1J[^!O/%]VW+NN(Z MM*AFPA=1QW,^CI;<*)JI4KH%"9<4P!*;V]+;N1S/53MW)V7]8C) MM+3V:D(\U9@"GJ%L,F A!M7S5L2EZUTOU.H0Y*F'4(%]&&@65Y5(OWCUN" M.PI) [$T6W,Y:)83T0EP7I2A#:)3G>XE&>3!ZC^%9)?/"=SJM+*XME*9-@=N: M'1/!\(.)@,X3.3C>V80N(NH!$,HC<1IO?/46)+KC;UHO4+"2/;F>*T,Y,#1? MTN?2H^ !]5D>+|=BL#!GA&4SI-@%>DMX?T@@+7:]^B&+Y1RC _3\"X+"XN-F MZ,XA!Y]TP,6_T6Z9-]P7#DRKU%4],I"M4W6G\Y:Q50YF#9@S1(! ME@(K2\K88 >3FM6M/>V94Q%FIM?/9*6$!ZRG.?EBZ%JC2K.DGBY:HWI0W ?V M:S'?1.S;Q#\I]5W"DR%=4]!$(11F9R-QGU-R13+Q4[5+CM\-4@^$8:,%[4P% M$H9=.ZR9R)!]O.\. @\]I&!R&0P|0:KA48\$19"(B)L6P*O+4]O/29[C?7KB& MS*GO2\.\"C6G)W!*^;]H*PT,[&3=P$ZO&YCW\M[CM/C9R=7#^SX^$_D@ZH) M]#|%L'!)L+E?^$*T42U%[I1Y.V'EI=[*]<')7X ,2!R)((#%31>X<8 +-M% MN==9TIU3^89A2_J5(VT]1F-KFC.#2[\^)41:1/Z4^\M""[!-,W4"%]>M[2E. M9D&OC,D+'OOAJ\44\T/4A13DRIY8@?I:A&,.^+NIFB[JNRL^S7S22')B^/9.W MFU-=H,*%+KF3M^JY0?2VAM>%S3A\7CT*)(43&IEKV\%<[:U0*.6NQ@;]\X57 M(M]-T=2+0G1_0A2L= 4^2=U\4C+LRI04Q 6+J(UK<(\:V3$?>'$Q]F8IZ:I@ M":\>WE\VITJ:N99\? G$1E?]GZR4';$@?UN&@*&]\91Z']1<(D. QMKI-0 MZ+W48A91\8U2RX//7% B@@(CJ]I6-:H 8S2.72%.N'!EUY2;G'O-A]>7M5JA ML5 H:3L3^NA^-Q#\&+(B]?/2\ (OZW_+#)K'O*'N;R5YPTG/^)"]C0CU7[!(E5'X$"[@ 2W%%]MAQR2ZS)FC5.6HRAKMFDE+&YD;%MN,< MKISY09*?,31SJ>L%G[]1TDV.G1Z5@TD'1_H^]DU124AU/UDC !>]*8 M#$8CE3#:WH[&P62"?,P\5#^=I!=9UHG5H:0]F(M+5FGR>SWVJ??Q 7%5+TJK M,7X]=S!H/Z&&98](3<,X"-K8T(_?V@C1$X Q#76!B-)V-1;'<\WWXR?1; M&A2<<76 I8#R^LUI>* (/M@GHA9G$KP=1QKNF(LL)AD"#P@^HV.\\2_?^:5 M(;D"SD1-XIQJ&?IRY,7@Y?UZSS?H Q1+XXAH::4A:$>DR0+0Z69KM)8M(I0 M$ZXV"*$$)4%+[0ZAMCO8*!!OE >110W|0GBO$$1*&<3PO[V\AK,3HH&3 PA MZ,&/:];^;"RLPST5?*PN@_SZC461557>$UVHQV\],64V9'V YQ>"HB/0QYYHH MJ<)9 TE0.L80>$HYA**ZJ$MJU.E QWHRNRJ"T9*+3#|3AAP7^>E3WSKR]|\H M&W^"98,9/9"M.*_[X=[;D($?WZ$UD=H8AZ0:'B%@(U1C#M60*C*\,JI?*29 MV^0A*[>])$T]Y:D725VB;973|F5$T'LNBR@\XU*J0[K" OYG=9,Q2P)F*?AL MCN"W(?#;BPA^N_M9'9EE+<@IJ]1<"8U!M&X@&+F^[M("'M5Z28&-&:KNXB<>#$[6]!Y?1L8Q3A.1VRX0N"_!V:/=4 47.Q;(0ZRC2OI M U>MA-F62JH,01IPY1<9&"KY[G;@NUN_2'+/O1XJC35B#9+(9#"*TV"HN5F MLKBF5)[5"'"?&?00\!5[EI+OL["2MG:5[5/K YJY]8.@W;1[A&3]I<|L'0?D MW"AU@#^#RHI!W=>+*@SK8(*L6.%[\$@H"2;I-Z@ CYE7 VVV.FZE%ENR2_- M'"" +!\L3-0>9""]0M?"9FI!ALF%D%HL3#:CE",%&!?*ZPEO\Y+ %'KQC5EB MBV)6EU*99Q6.CL4MC<+!\KP:?WMYQJ#[I@ROKHPT *!V8,Y%85H9K, /&.3M MZ&>45T, ^E',W8+!U6P0Q.-CF6%H;[0I$VO;5C#29WQ5GE%?GO@^+P^<;#^B7F5;"&S2OX?M@, ($"OVB([^"T;X^:@"?FY:V!S MVE@ 6L$D>]'7I1Y/[RT!--4C["(Z ;]-*H?[SA=G1^95KVK[6YE$2&= ^544TQ\25BR'^JK'DN[M;K,P,.5M-OT85RVR]X-*BFN0MRKMEET0U]U? B<&*B#H=(N;%#]>[=I)T)/ M-&QD)?-B*_[9&,18_-"* \3]E=C[W3[K.BG3X MS2PQW.&^,J5/[&BQ)K@>>#SAB=/6DP4&=),+^ -RR3Z1[I-O/OQ3V[=^EVHG M>\U'U@&+2A^[DC+FG9%'!20"FG/U/N,7DA*.A-Y9 1(4E-W^<&(N(@8"74P:\P, MZW]\W3DCH+A^4%VSKED1MQ[&"D0,L*.6*ZO& M(Z"C_Y67|*B-2GSC#DN;_M" (;:U+,>A7Z&\|:*U-1WHQ,N0:HBJ)7M+$_ ^&G M4C'!$7@)@&0'D;+D=]+IVXI[TBI 'O+U7D'(H[)1) =]Q5+5P0;$0 =TWJLJCQ MOP2FL\%>-7-Q)0\C,Y66?]<$=>52^C(4Z@U M>MA-F62JH,01IPY1<9&"KY[G;@NUN_2'+/O1XJC35B#9+(9#"*TV"HN5F MLKBF5)[5"'"?&?00\!5[EI+OL["2MG:5[5/K YJY]8.@W;1[A&3]I<|L'0?D MW"AU@#^#RHI!W=>+*@SK8(*L6.%[\$@H"2;I-Z@ CYE7 VVV.FZE%ENR2_- M'"" +!\L3-0>9""]0M?"9FI!ALF%D%HL3#:CE",%&!?*ZPEO\Y+ %'KQC5EB MBV)6EU*99Q6.CL4MC<+!\KP:?WMYQJ#[I@ROKHPT *!V8,Y%85H9K, /&.3M MZ&>45T, ^E',W8+!U6P0Q.-CF6%H;[0I$VO;5C#29WQ5GE%?GO@^+P^<;#^B7F5;"&S2OX?M@, ($"OVB([^"T;X^:@"?FY:V!S MVE@ 6L$D>]'7I1Y/[RT!--4C["(Z ;]-*H?[SA=G1^95KVK[6YE$2&= ^544TQ\25BR'^JK'DN[M;K,P,.5M-OT85RVR]X-*BFN0MRKMEET0U]U? B<&*B#H=(N;%#]>[=I)T)/ M-&QD)?-B*_[9&,18_-"* \3]E=C[W3[K.BG3X MS2PQW.&^,J5/[&BQ)K@>>#SAB=/6DP4&=),+^ -RR3Z1[I-O/OQ3V[=^EVHG M>\U'U@&+2A^[DC+FG9%'!20"FG/U/N,7DA*.A-Y9 1(4E-W^<&(N(@8"74P:\P, MZW]\W3DCH+A^4%VSKED1MQ[&"D0,L*.6*ZO& M(Z"C_Y67|*B-2GSC#DN;_M" (;:U+,>A7Z&\|:*U-1WHQ,N0:HBJ)7M+$_ ^&G M4C'!$7@)@&0'D;+D=]+IVXI[TBI 'O+U7D'(H[)1) =]Q5+5P0;$0 =TWJLJCQ MOP2FL\%>-7-Q)0\C,Y66?]<$=>52^C(4Z@U M>MA-F62JH,01IPY1<9&"KY[G;@NUN_2'+/O1XJC35B#9+(9#"*TV"HN5F MLKBF5)[5"'"?&?00\!5[EI+OL["2MG:5[5/K YJY]8.@W;1[A&3]I<|L'0?D MW"AU@#^#RHI!W=>+*@SK8(*L6.%[\$@H"2;I-Z@ CYE7 VVV.FZE%ENR2_- M'"" +!\L3-0>9""]0M?"9FI!ALF%D%HL3#:CE",%&!?*ZPEO\Y+ %'KQC5EB MBV)6EU*99Q6.CL4MC<+!\KP:?WMYQJ#[I@ROKHPT *!V8,Y%85H9K, /&.3M MZ&>45T, ^E',W8+!U6P0Q.-CF6%H;[0I$VO;5C#29WQ5GE%?GO@^+P^<;#^B7F5;"&S2OX?M@, ($"OVB([^"T;X^:@"?FY:V!S MVE@ 6L$D>]'7I1Y/[RT!--4C["(Z ;]-*H?[SA=G1^95KVK[6YE$2&= ^544TQ\25BR'^JK'DN[M;K,P,.5M-OT85RVR]X-*BFN0MRKMEET0U]U? B<&*B#H=(N;%#]>[=I)T)/ M-&QD)?-B*_[9&,18_-"* \3]E=C[W3[K.BG3X MS2PQW.&^,J5/[&BQ)K@>>#SAB=/6DP4&=),+^ -RR3Z1[I-O/OQ3V[=^EVHG M>\U'U@&+2A^[DC+FG9%'!20"FG/U/N,7DA*.A-Y9 1(4E-W^<&(N(@8"74P:\P, MZW]\W3DCH+A^4%VSKED1MQ[&"D0,L*.6*ZO& M(Z"C_Y

*HLE15S[M0'P,SF*PR31&F65,[#Z.NRNE]#'J4=>N7A"P=8^)A|ML #Z(E2X$#:L)8+1FGL>5' MA5=-@KJX+(C0,Z.Y)&V7451'?\,&+EF3EX((UG'Z[8Q@]!-#,2'+/BI"$#$J M0QB5EWN)4;E67SWH)/OJ!TYE4PE/:T_MX(V^Y9),:MA.?-YXC#LV4X'V44OE M?Y*S4%93T1SNA),'KEI^=I.VQGQB@#0##7#7.37(-$$=:+/6]/>MN\K+E PP M;DJ%FFL1FLSJW)3,2NU(*B3S2=\O^N0TJ MVD^D\;S,+S,$S;1)U+K,KD#_+BB=)MVEJ&${8?:;T# /8N'T\M#6'"*C!UQZA M?7'QZ@]12. +7""M=*? $*Q,:.IME&Q6A@:Z:$QUCG$F>*Y8S!>F=Z:RI @B MQDL#ID$7,F+.9A+F28&|O=:()[DWTGE6&#B#=BN>K9C:#^#5'QZ32*)R>R/E M!I_<UEX+? GW\9"$K/%K!Z]O&KQ1H:"%+M6+8 PC M5[-2#I0SVL,N'2IU'*AQ%&@:\D[*V:$7"#VDM++'+>13LN$7U%7@?>-#\'][MC5DT-FM/"25GM7B7'G? UN6!1E+%K!0R5V=8BJL+D8[1#G72(8=E+>X=BRM]2 M+>4;TCX02B#'&"8&X=-'4PRUJX]%XC<<@3K)];P>/63AD@RVAYXLK+ MB5!Y+? &C=W=X5H(YW[4^$5^HYVJVN2P9'Y4-!WA^:CZ8E=UP\|E]Y> M0SY&2#9/R7EQJV$N,>Z5LDH&(CPF4^N8Z2/<(\E5DF)=[6$UQF.D]OS0+MBN M IWWUKQ? $[T[^"RO++M/5>ZQE*XI8>8Z1?@.LL[#)MO43'G3902G%UL489L< M2S)9Y91HC?_/XT*V_G;-&FK^_W7 TL>'"%&Y;4T'LA_W2>+7M/\NX5 M*4\#|Y_PUZD/MY_5\!.1QJX>W/XY[SW9'H:-GLH#_NVJ[O:>,,3S9R=J4O=; MI_OL>UJ.>H]B&'8C+<[D?IG+4)SPI?RLAP"P\%=<*,$4Z7=3E.C4Q):#GXI "B[[Q")]? M+.?&8A1[C5- $9V+4#'OM/ ;*;]N45K":?54P=**(V2EZ3G4F$EI1$@L*7Z5^=VJ M;6*-FH_S%J8N=]72/^U6#CN/VE>="ZMGO0Q.,3."P)6VU!P;9!ZYM!<#H0!5 M:GD6K%I8<*.O MS*18|+G 92Y\A(J>H$)%7RBC\[%-9X?)G[M8+UKOUH(^V#ZG-V^Y^2J4/Q/ M_FY3R;YQ8'P)# MX.!?W;^'+)),TDG:#,1&?V1#_U278)8<_(4B_6_A[*EOM.#Y/=.S!(%ZV^YD MJ)7?#A\O'\-XT<),U@ .;""@\MWB8G#E?ZJTKP5?*U"TFUJHWM!48SF@ O! M% LKWM@ZQ_==,##2[158;R.8\4P+A=8.UVGT$!4#HH.>&GHA5]W.(\MLGM=^ M+@(?8;O|UXD*X.5\N47(T].-E] M]MQ.&>](0H/&<=I,J5Q[=TI"?1[@5/M6J6YYBF_9,G'Z@%"6UEX[S=H;]E)7 M!80N=HFQ?0(>A%"(P4XA831EA?@_H&I;R;BF_K]<;(' ;$?0)LB1>VHU!U*B MQN#4Y[K6? YOV*'%I5FD%SC!EP26K \/+5\4-M =GA1M?\]X(EUG1QYU_#]HF@+"6A@ M&#-U0\7T]]<6S]X4QR8E5$5KH%>NFC^Z 0Z4&EY!\ HL<6W+;89K."83K@O' M.8.0O+=4]X-'0([P? RPH9WZ6I6\3 /2A& &D%L=2@;*$Y>%NC(M0^ZJO0LIU!S2-O,-?:M#;(K3#&LM;$O&A)8E.T#3SYX&QAKU6VQ10Q"%#&R;HNY:Y/_[..VE)0>>Z0E* M!BIXR7%V[3$8"D^? +,DP$@H;\M#6'T_#9H6.!RE:#?V4[Q6 MK\L,-O2K,&7J274 M[>H&[U@S#V\2VX,WA4A>! ',K)[FFK@ 1OX+6;RNEVGP!7 M:CDT[-W*#$^',]'I,%6X%MIV.#!JU8KT. -5%]): C .?0.GK[M;ZA]7VS7=W^%K:A"+:%3#P^D_D.L][Z_^;])9M(VNK/][=9E)7'U[K;)7ES[M^]U[BV)F:?%,HU HD91R!W0-2*XYGW-U>IVT.R1]#R^QI/!P;5N/ M"]*T7@R6?F6[0-2[?W= <|OM;.";RYH_Z446VN49M@W*,+*G%? M7+%QIFP,XK:$@27KH/B5X9J7Q'2)S>.E?:L3Y01+!N-ZWG_#2R;N'"*R1H;(3 M5_H_U- -1L$^NIMGO[[&^3)30,3,J*W3AB[CH#Q:))&#_DA$WX%5>9&/.ATEB MW0'>XYKJ$4@\;[[L3]"4#-1KV$-]+.:EKL2EMS/ MB&<2C$YS@$0 ,:YSKX* B3*/&#*(L($=-6DHL2\8 MNEXM7]RA][=BH+9FL2@%U(DT'^XB=V;F13OO%L8C#'*7 M65!4;:^S?XHQN >(VB+/DI)2 \7*0:CGJ>\N$R*9H,YVC,&:^.(G"A&;AXN MJ_OUSM45\^Q(M<.]*HL);F#X"GWO:)0S93KV#:E)\-KEU[**Y=X]+-H7EP1KH>9&;63'V.B&_ M?O?/-S\='+U,*7/7F>H_F:=$KBW2K,/D,IKH8#>P+P]Z$%1?1VL7NP7A1C>A*#C-6- D!/|K>673&#.B_);@="0$&T.UMA+<_?#FW%_]T/"PK5&%* MZ$YUF;:=**IEI3=9RY?L&F_8]J;NE0$QB1"K!.&^5G@B60=$04>U*.16'B8?VN0#!=Y^\Y.-0BB(@+5DAI QI M9@)FD74D=(Y_QA)94E4. /^]GB&=$?|/"5<+^CR>.<(&L7TD1PBS.<85VXP_N%XR%9N=OT:4JLB78*PU6-;M!Y\(@:V29.I M=J4*:JV?)FBBS^VC\VSWJQA6OC2/IW7=^AVWB9PM2\1,\@B:I2G.$NQFM+*# MR#LJ;]L)E'6K'T2?9[BEX0MQBKQ2TF"/*^F1X2&$63"/('1=WR+RQ7)EDLP- MEJ^Z? D39C!H.8\%&)]04VC+$\IJM765'M,98)>:;P9X?K'5D$PL_?XZX9*^Y MB4="SU.#8+:3?X*&@1#U[! L%3 MH'H=WY=Q*&F_10LOC&V"GE')9MW-KSE4:1L6TN3E%S+Y,CQ<4_D:U4I9 .R7 MEU+!4U]V5&HPSWI!23U[>7:9,4_VI#'&'='2.)VZ9T@;8&E^'GZV/D:?@/J; MN>LF],(>VYFMPQ].R&N\-0++AH!EQWL)+'MD&!D?S]2?X3#Y0!:([5W@T2Q8 M]\V1>M]X$S^*MXY;^D7#F/XOD/J=XVQO6V8U0@-~=N9Q;*\!;6@W*-GXNC? MR3)*V7)E*Q%!\)7B'OPVJ([W-B]:+#3I+5Q>H.)@3WE:E]CER/&QVH6^MR85 MVW:0_F$;*%AB'VO)]9I0^.W]^DV9;/0D09)B'X?B7)R%R9A+9;7[SZ5C7Y0: M[EKSI1Y7,7,O8-)HX1':^ 2=KI+*=VO" D@ZQ=8PQ&,,B[H+,(VB:^,:,,9$ M'G*]*!*\FVK1F?Z= (6\8(D.^:IN*@8E5>1?Z4YQ'ROH+H(Y'1)0ITD(@W&M* M7X7LRS6-;4F^$/4AFB$O7-ZC--:V&5I8[17R%^+;T$'/42BWG)9%59;=8]OQ MUWPX5K#&W^'H %EX%M*$;H2WD]W%P15]F@YY((T]AX"+++:FJ>F+SD8>H4 MVOITD->QD>8?X>N"YH?C<=WD)'>>9^"0<'CS!\/QLM.GI_JL#UDSRN 9!^|^ MEI!(KQA/& [EIBZ;_4Y(%>J5LY8<2ZB23IP79T-MJ:^M6NO:."#%0A MU[$6,Y(D^E_BX9&SC/&N"\L:U2XR:9W'<8V)"PT58PW7*VA9Z:L^P3[VE >\ MF/R=L,D3)Y"X@PF6:6*W1(G3M,8WIT#2N- 8!UP;;[7&[7=>DC^C?N]&_)'7E?=7O6NT6:*"9,1$[<0L)G"<_ Q+) M1NXO+YZ#T[\45CZ?X] 6H"NC'^\QZ@PE'4<'#^6(0;G/Q6)/2DQ<|>8\FG/3 MZST=(5SW6-9O? 1+5WGB\F!FR>IH!JY7/JF5,G& MRIL@P;GI49^HU2L@3[U0@^6(N>A*Q(ZYH0SO;&&&;D-@@E"F!D|>+/VA)HPP M%88] "GLZ9.\K!7A7M-:S925YIP-30]N'? C'.$;O!F)&I!91NN^S/$67L%\1 M9N5&W9"-%Y+!=!P2XE@743=ZT2'?/]&?0:ZXY3(&@R,"?RN6WHNJ:-LVRPW; M9V.61B\;P!6D*T(@*<)]"=JE];F!*AKJ#['0027HND6WR9>+PB ML8L/+97& MW?4])&Z$[=WSU#Q (,*LHR[^C[-%;RD:9'BQ6^99C&JKCPC0OSOM;Z)4V)8 M'U@TG+*:).=UG1.-O%T.NS<1SE*=4\TT&)74EF^'HVW]5IF*C0LR)F@ENF9Y M? 7CVE[7 DV;8&[/U[UR>_2_&,5N['B]*%2I=IZ@9"VKM=*@#)>=1^427O@QA M<^/:8Y!EF%[N$SGCG;]7E#+\@ 5CO:6S?8W;KB5223$EACVHL-#%1SON3#OD M/XPFI+&W*V94>5X=ZE4G;V7FDJ!-,E?;M5=<+NG15[TQ1A;\;QJB^S@MVR, M=2OTL)\[=.EL4@$[W/2[I'N)]%O,_E<-X#K9 P#75]3S]]V*B"L((#)KD^/C M/]$V.3[ZD^55I(R87H1ERD6+0)+CI\-K3&PXBQ\F6N;1646 M/OE1!Y/2+- ''DQ"]\ ;>-1AAH0STH.;5O-]K;C?B"V5;)9V(+, =6D5M_ < M-JP$RE7#!&J'(#'8 YDTN()4\236W0(\@F>MS%7=G\&YOI>9+FQC?]*8G0F:]BM M[B6(8==L70SSY]<\@K,N^;1:DI<@ 1EG3%#&^?L]++HQXUAMR MNY#B:M2DD;9GKUF#UP V9OD>B$B\T\NN>81HFA*PL=V6HP0Z?,+TQP@((Q6 MU.^B\?OAAT-W^%I#+<\6F=W!!)L(^FG"1BYF9J6)DN*3,*&4"=ZE$UO\$[(:V!6%I$.9.HYB4]644K_LD_-"J1@3=V1;2]MT] MG(8+KG/81,M"_>R;E2?_=(BK=Y]-,TAE]UNQ($R7=ILZ8:MI] :?S! V!-8V MVL'%]8F0LKA42**_DPD"Q]1^6![%8D+@8]/UI%V>]\D)\^^-PK(_0D(>E1- MP173Y\@=0BX558@HD\>X(^P$AJ9]]0OV?!XP;"VRSZ2N\>]B]HGEEDH7>N5% MQO^T+Q8^DW]W]0+#@&K:@:;OT7NMJW-* M4I,5T5)_:O!7,($WSY9<&K(<*^%_?Q_!>- $ZH8+%U2?$=7L$C296)OQZ5=Y M%Y,WG7@GS9_530EA_>PT4P2#+R"QB"(}?0/^A;XQ=222M+CUF$&JEL.Q32ZS M!O%>&&\N]) ;[%2+8R;2+6*(+|-&R\G|KFV+ [/^CDJBLE;CT[Y^:# 88E_8> M8P5E/?*Y07U^3L)Z$)F27.5H/#%'&>W$72;=C4OW8&SC(;DX1^2D 1'WP<;P MKM=Q4;E9.>!V,*)V4[;I8V59KR.J\H'JW)!1S\!SJPAGVVYC$9-A> E MSS' #\]XXB(BV>?OK/,G/)5>F*428H=YMD Z0SD93=8@0>*.<:!>73-M2S60 M'=&Q[A;5,!^U4AM0V*(-^)-]!A3+C!*"-RU/VV'R!W&K"01&:1=IDS*BP1:F M7?#?!$FUY(&K\TK MX^4GQ:8\V=NXR'}XX!]3G<.JY5QR+7T8IB9GU\&9C=B##SEB+(= H$X#KNS# MY+6+PX_36=U3D,I2&F.(\-F:ETBQ:G!I.K\(+_L%][MU?Q-&K+Q%I9[70RRR2H%NT&4!-LJ,@ ;,&928&\=L&D[-O'"A[A"!]9CX@[H MP4^ESY8"U5U.6HN++?]=(Y@[=:7]PC%1#@R1#ZH&2S>D'[B'UA=FNSX1J_9Q M%..EMK5%X>34GFH&-Z8@Y? _)F#D.U&);@MGW2#"%#$^K2XA0<^F3DA/:G$=A M*_4G^-86 3)9J1TW^E:Z#$E(Y]4Z%*KM:(R%(YDP6^'EZ]_)P&M_$!{!KC0O/KIHMDP/+KR:G&8_-/B ;3XFED*R3ILZ&QET9G+*LH<5GD#5B M=SQ!$1DC-KTU?-ZV7UQ+'QC4<(X,.C;$P]>X>EU[!Q56IT+4[3]3B;I[];[4 M),5]MRL&@GG'<8%@+]03,_6>;'G>B<%'^R.U0V+Q'6\C'F__/2+ MN55WR@G;\.0A3G/?;;)YP754R[MHD] MW1S>-"VP4PQI3='>1 7G3;.J()0K@@O:.MA3!G98R|>G.PT(6$+J ME5Z"GAFS[-?->58)H%P/,_#:4&6)"E72U+"0(.@3U1<2^EZ>,%-))$!G=UPT MXV[6+IC"D""O\%!J"UXR[E5Z_B#M.9L" 8ORBD3#.DHQCKV&RV M?K%0Y7%B=H24%?;Y)D.RW>P2Y(C]0+L-,0(N4E.92;%P9:B6TS=L0VA)QIC? M$Y;NO7%;BP2YPY:#,@(F%!+4,:@04PIU R.(;Z!KD10O',,5C M8+XK[L^ G'O,AJB)_5&7GYL0D6'&17M'B+ZX'+H'*

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