

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 3)\*

**Nutanix, Inc.**

(Name of Issuer)

**CLASS A COMMON STOCK, PAR VALUE \$0.000025 PER SHARE**

(Title of Class of Securities)

**67059N108**

(CUSIP Number)

**December 31, 2019**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.  
Lightspeed Venture Partners VIII, L.P.

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Cayman Islands

---

5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially

6 Shared Voting Power  
2,141,783 shares (2)

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Owned by  
Each  
Reporting  
Person With

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
2,141,783 shares (2)

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,141,783 shares (2)

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
1.2% (3)

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12 Type of Reporting Person\*  
PN

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- (1) This Schedule 13G is filed by Lightspeed Venture Partners VIII, L.P., a Cayman Islands exempted limited partnership ("Lightspeed VIII"), Lightspeed General Partner VIII, L.P., a Cayman Islands exempted limited partnership ("LGP VIII"), Lightspeed Ultimate General Partner VIII, Ltd., a Cayman Islands exempted company ("LUGP VIII"), Lightspeed Venture Partners Select, L.P., a Cayman Islands exempted limited partnership ("Select") Lightspeed General Partner Select, L.P., a Cayman Islands exempted limited partnership ("LGP Select"), Lightspeed Ultimate General Partner Select, Ltd., a Cayman Islands exempted company ("LUGP Select"), Barry Eggers ("Eggers"), Jeremy Liew ("Liew"), Ravi Mhatre ("Mhatre") and Peter Y. Nieh ("Nieh" and together with Lightspeed VIII, LGP VIII, LUGP VIII, Select, LGP Select, LUGP Select, Eggers, Liew and Mhatre, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) Includes 2,141,783 shares of Issuer's Class B Common Stock (each convertible into one share of Class A Common Stock at the option of its holder at any time) held by Lightspeed VIII. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (3) The Percent of Class assumes conversion of all of the Reporting Persons' Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Issuer's Form 10-Q filed with the SEC on December 5, 2019 (the "Current 10-Q"), and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons' Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, Lightspeed VIII beneficially owns 1.1% of the issuer's outstanding Common Stock as of November 30, 2019.

1 Names of Reporting Persons.  
Lightspeed General Partner VIII, L.P.

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Cayman Islands

---

5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially

6 Shared Voting Power  
2,141,783 shares (2)

---

Owned by  
Each  
Reporting  
Person With

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
2,141,783 shares (2)

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,141,783 shares (2)

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
1.2% (3)

---

12 Type of Reporting Person\*  
PN

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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) Includes 2,141,783 shares of Issuer’s Class B Common Stock (each convertible into one share of Class A Common Stock at the option of its holder at any time) held by Lightspeed VIII. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (3) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, LGP VIII beneficially owns 1.1% of the issuer’s outstanding Common Stock as of November 30, 2019.

1	Names of Reporting Persons. Lightspeed Ultimate General Partner VIII, Ltd.	
<hr/>		
2	Check the Appropriate Box if a Member of a Group*	
	(a)	o
	(b)	x (1)
<hr/>		
3	SEC Use Only	
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4	Citizenship or Place of Organization Cayman Islands	
<hr/>		
	5	Sole Voting Power 0 shares
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 2,141,783 shares (2)
<hr/>		
	7	Sole Dispositive Power 0 shares
<hr/>		
	8	Shared Dispositive Power 2,141,783 shares (2)
<hr/>		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,141,783 shares (2)	
<hr/>		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o	
<hr/>		
11	Percent of Class Represented by Amount in Row 9 1.2% (3)	
<hr/>		
12	Type of Reporting Person* OO	
<hr/>		

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) Includes 2,141,783 shares of Issuer’s Class B Common Stock (each convertible into one share of Class A Common Stock at the option of its holder at any time) held by Lightspeed VIII. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (3) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, LUGP VIII beneficially owns 1.1% of the issuer’s outstanding Common Stock as of November 30, 2019.

1		Names of Reporting Persons. Lightspeed Venture Partners Select, L.P.
<hr/>		
2		Check the Appropriate Box if a Member of a Group*
	(a)	o
	(b)	x (1)
<hr/>		
3		SEC Use Only
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4		Citizenship or Place of Organization Cayman Islands
<hr/>		
	5	Sole Voting Power 0 shares
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 0 shares
<hr/>		
	7	Sole Dispositive Power 0 shares
<hr/>		
	8	Shared Dispositive Power 0 shares
<hr/>		
9		Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares
<hr/>		
10		Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o
<hr/>		
11		Percent of Class Represented by Amount in Row 9 0.0% (2)
<hr/>		
12		Type of Reporting Person* PN
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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, Select beneficially owns 0.0% of the issuer’s outstanding Common Stock as of November 30, 2019.

1 Names of Reporting Persons.  
Lightspeed General Partner Select, L.P.

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

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4 Citizenship or Place of Organization  
Cayman Islands

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5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

---

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
0 shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
0.0% (2)

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12 Type of Reporting Person\*  
PN

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- 
- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, LGP Select beneficially owns 0.0% of the issuer’s outstanding Common Stock as of November 30, 2019.

1 Names of Reporting Persons.  
Lightspeed Ultimate General Partner Select, Ltd.

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Cayman Islands

---

5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

---

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
0 shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
0.0% (2)

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12 Type of Reporting Person\*  
OO

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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, LUGP Select beneficially owns 0.0% of the issuer’s outstanding Common Stock as of November 30, 2019.

1 Names of Reporting Persons.  
Barry Eggers

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

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4 Citizenship or Place of Organization  
United States of America

---

5 Sole Voting Power  
27,245 shares (2)

---

Number of  
Shares  
Beneficially

6 Shared Voting Power  
2,141,783 shares (3)

---

Owned by  
Each  
Reporting  
Person With

7 Sole Dispositive Power  
27,245 shares (2)

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8 Shared Dispositive Power  
2,141,783 shares (3)

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,169,028 shares (2) (3)

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
1.2% (4)

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12 Type of Reporting Person\*  
IN

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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) Includes 27,245 shares of Issuer’s Class A Common Stock held of record by Eggers Investments LP - Fund I. Eggers serves as trustee of the general partner of such entity and accordingly exercises sole voting and dispositive power over such shares
- (3) Includes 2,141,783 shares of Class B Common Stock held by Lightspeed VIII. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of its holder at any time. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (4) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, Eggers beneficially owns 1.1% of the issuer’s outstanding Common Stock as of November 30, 2019.



1 Names of Reporting Persons.  
Jeremy Liew

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
United States of America

---

5 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

---

7 Sole Dispositive Power  
0

---

8 Shared Dispositive Power  
0 shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
0.0% (2)

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12 Type of Reporting Person\*  
IN

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- 
- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, Liew beneficially owns 0.0% of the issuer’s outstanding Common Stock as of November 30, 2019.

1 Names of Reporting Persons.  
Ravi Mhatre

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
United States of America

---

5 Sole Voting Power  
868,376 shares (2)

---

Number of  
Shares  
Beneficially

6 Shared Voting Power  
2,141,783 shares (3)

---

Owned by  
Each  
Reporting  
Person With

7 Sole Dispositive Power  
868,376 shares (2)

---

8 Shared Dispositive Power  
2,141,783 shares (3)

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,010,159 shares (2) (3)

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
1.7% (4)

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12 Type of Reporting Person\*  
IN

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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) Includes 454,024 shares of Issuer’s Class A Common Stock held of record by Mhatre Investments LP – Fund I. Mhatre serves as trustee of the general partner of such entity and accordingly exercises sole voting and dispositive power over such shares.
- (3) Includes 2,141,783 shares of Class B Common Stock held by Lightspeed VIII. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of its holder at any time. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (4) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, Mhatre beneficially owns 1.6% of the issuer’s outstanding Common Stock as of November 30, 2019.

1 Names of Reporting Persons.  
Peter Y. Nieh

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

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4 Citizenship or Place of Organization  
United States of America

---

5 Sole Voting Power  
200,000 shares

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
2,431,172 shares (2)(3)

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7 Sole Dispositive Power  
200,000 shares

---

8 Shared Dispositive Power  
2,431,172 shares (2)(3)

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,631,172 shares (2) (3)

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
1.5% (4)

---

12 Type of Reporting Person\*  
IN

---

- 
- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019.
- (2) Includes 289,389 shares of Issuer’s Class A Common Stock held of record by Nieh Family Investments LP – Fund I. Nieh serves as co-trustee of the general partner of such entity and accordingly shares voting and dispositive power over such shares.
- (3) Includes 2,141,783 shares of Class B Common Stock held by Lightspeed VIII. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of its holder at any time. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (4) The Percent of Class assumes conversion of all of the Reporting Persons’ Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Current 10-Q, and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons’ Class B Common Stock). Based on the total of 192,249,277 shares of Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q, Nieh beneficially owns 1.4% of the issuer’s outstanding Common Stock as of November 30, 2019.

Introductory Note: This Statement on Schedule 13G (this “Statement”) is filed on behalf of the Reporting Persons, in respect of shares of Class A Common Stock, par value \$0.000025 per share (“Class A Common Stock”), of Nutanix, Inc. (the “Issuer”).

**Item 1**

- (a) Name of Issuer  
Nutanix, Inc.
- 
- (b) Address of Issuer’s Principal Executive Offices  
1740 Technology Drive, Suite 150  
San Jose, CA 95110
- 

**Item 2**

- (a) Name of Person(s) Filing:  
Lightspeed Venture Partners VIII, L.P. (“Lightspeed VIII”)  
Lightspeed General Partner VIII, L.P. (“LGP VIII”)  
Lightspeed Ultimate General Partner VIII, Ltd. (“LUGP VIII”)  
Lightspeed Venture Partners Select, L.P. (“Select”)  
Lightspeed General Partner Select, L.P. (“LGP Select”)  
Lightspeed Ultimate General Partner Select, Ltd. (“LUGP Select”)  
Barry Eggers (“Eggers”)  
Jeremy Liew (“Liew”)  
Ravi Mhatre (“Mhatre”)  
Peter Y. Nieh (“Nieh”)
- 
- (b) Address of Principal Business Office:  
c/o Lightspeed Venture Partners  
2200 Sand Hill Road  
Menlo Park, CA 94025
- 
- (c) Citizenship:
- |              |                 |   |                          |
|--------------|-----------------|---|--------------------------|
| Entities:    | Lightspeed VIII | - | Cayman Islands           |
|              | LGP VIII        | - | Cayman Islands           |
|              | LUGP VIII       | - | Cayman Islands           |
|              | Select          | - | Cayman Islands           |
|              | LGP Select      | - | Cayman Islands           |
|              | LUGP Select     | - | Cayman Islands           |
| Individuals: | Eggers          | - | United States of America |
|              | Liew            | - | United States of America |
|              | Mhatre          | - | United States of America |
|              | Nieh            | - | United States of America |
- 
- (d) Title of Class of Securities:  
Class A Common Stock
- 
- (e) CUSIP Number:  
67059N108
- 

**Item 3** Not applicable.

**Item 4 Ownership.**

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2019:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percent of Class (6)	Percent of All Common (7)
Lightspeed VIII (1)	2,141,783	—	2,141,783	—	2,141,783	2,141,783	1.2%	1.1%
LGP VIII (1)	—	—	2,141,783	—	2,141,783	2,141,783	1.2%	1.1%
LUGP VIII (1)	—	—	2,141,783	—	2,141,783	2,141,783	1.2%	1.1%
Select (2)	—	—	—	—	—	—	0.0%	0.0%
LGP Select (2)	—	—	—	—	—	—	0.0%	0.0%
LUGP Select (2)	—	—	—	—	—	—	0.0%	0.0%
Eggers (1) (2) (3)	27,245	27,245	2,141,783	27,245	2,141,783	2,169,028	1.2%	1.1%
Liew (2)	—	—	—	—	—	—	0.0%	0.0%
Mhatre (1) (2) (4)	868,376	868,376	2,141,783	868,376	2,141,783	3,010,159	1.7%	1.6%
Nieh (1) (2) (5)	489,389	200,000	2,431,172	200,000	2,431,172	2,631,172	1.5%	1.4%

- (1) Includes 2,141,783 shares of Issuer's Class B Common Stock (each convertible into one share of Class A Common Stock at the option of its holder at any time) held by Lightspeed VIII. LUGP VIII serves as the sole general partner of LGP VIII, which serves as the sole general partner of Lightspeed VIII. Eggers, Mhatre and Nieh are directors of LUGP VIII and share voting and dispositive power over the shares held by Lightspeed VIII.
- (2) LUGP Select serves as the sole general partner of LGP Select, which serves as the sole general partner of Select. Eggers, Liew, Mhatre and Nieh are directors of LUGP Select and share voting and dispositive power over the shares held by Select.
- (3) Includes 27,245 shares of Issuer's Class A Common Stock held of record by Eggers Investments LP - Fund I. Eggers serves as trustee of the general partner of such entity and accordingly exercises sole voting and dispositive power over such shares.
- (4) Includes 454,024 shares of Issuer's Class A Common Stock held of record by Mhatre Investments LP — Fund I. Mhatre serves as trustee of the general partner of such entity and accordingly exercises sole voting and dispositive power over such shares.
- (5) Includes 289,389 shares of Issuer's Class A Common Stock held of record by Nieh Family Investments LP — Fund I. Nieh serves as co-trustee of the general partner of such entity and accordingly shares voting and dispositive power over such shares.
- (6) The Percent of Class assumes conversion of all of the Reporting Persons' Class B Common Stock into Class A Common Stock, resulting in a total of 177,297,567 shares of Class A Common Stock outstanding (which reflects the sum of (x) 175,155,784 shares of Class A Common Stock outstanding as of November 30, 2019, as reported in the Issuer's Form 10-Q filed with the SEC on December 5, 2019 (the "Current 10-Q"), and (y) 2,141,783 shares of Class A Common Stock issuable on conversion of the Reporting Persons Class B Common Stock).
- (7) The Percent of All Common is based on the total of 192,249,277 shares of the Issuer's Common Stock (including 17,093,493 shares of Class B Common Stock) outstanding as of November 30, 2019, as reported in the Current 10-Q.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not applicable.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**  
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2020

**Lightspeed Venture Partners VIII, L.P.**

By: Lightspeed General Partner VIII, L.P.  
Its: General Partner

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed General Partner VIII, L.P.**

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Ultimate General Partner VIII, Ltd.**

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Venture Partners Select, L.P.**

By: Lightspeed General Partner Select, L.P.  
Its: General Partner

By: Lightspeed Ultimate General Partner Select, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed General Partner Select, L.P.**

By: Lightspeed Ultimate General Partner Select, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Ultimate General Partner Select, Ltd.**

By: /s/ Ravi Mhatre  
Authorized Representative

By: /s/ Barry Eggers  
**Barry Eggers**

By: /s/ Jeremy Liew  
**Jeremy Liew**

By: /s/ Ravi Mhatre  
**Ravi Mhatre**

By: /s/ Peter Y. Nieh  
**Peter Y. Nieh**

**Exhibit(s):**

A - Joint Filing Statement

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Nutanix, Inc. is filed on behalf of each of us.

Dated: February 14, 2020

**Lightspeed Venture Partners VIII, L.P.**

By: Lightspeed General Partner VIII, L.P.  
Its: General Partner

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed General Partner VIII, L.P.**

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Ultimate General Partner VIII, Ltd.**

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Venture Partners Select, L.P.**

By: Lightspeed General Partner Select, L.P.  
Its: General Partner

By: Lightspeed Ultimate General Partner Select, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed General Partner Select, L.P.**

By: Lightspeed Ultimate General Partner Select, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Ultimate General Partner Select, Ltd.**

By: /s/ Ravi Mhatre  
Authorized Representative

By: /s/ Barry Eggers  
**Barry Eggers**

By: /s/ Jeremy Liew  
**Jeremy Liew**

By: /s/ Ravi Mhatre  
**Ravi Mhatre**

By: /s/ Peter Y. Nieh  
**Peter Y. Nieh**

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