

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Sangster David</u> (Last) (First) (Middle) C/O NUTANIX, INC. 1740 TECHNOLOGY DRIVE, SUITE 150 (Street) SAN JOSE CA 95110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Operations
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2017	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/28/2017		M		37,500	A	\$0	139,500	D	
Class A Common Stock	05/30/2017		M		27,000	A	\$3.2	166,500	D	
Class A Common Stock	05/30/2017		S		27,000 ⁽¹⁾	D	\$19.0387 ⁽²⁾	139,500	D	
Class A Common Stock	05/31/2017		F		21,414 ⁽³⁾	D	\$18.4248	118,086	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	05/28/2017		M			37,500	(5)	(5)	Class A Common Stock	37,500	\$0	112,500	D	
Employee Stock Option (right to buy)	\$3.2	05/30/2017		M			27,000	(6)	05/19/2024	Class A Common Stock	27,000	\$0	340,000	D	

Explanation of Responses:

- The sale reported was effected pursuant to the Reporting Person's 10b5-1 Plan.
- The price reported is a weighted average price. These shares were sold in multiple transactions at sale prices ranging from \$18.75 to \$19.75. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
- Represents shares sold to cover the tax liability arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- Each RSU represents a contingent right to receive one share of Issuer common stock.
- On May 28, 2017, 37,500 RSUs vested and became issuable and the remaining RSUs shall vest in 9 equal quarterly installments beginning on June 15, 2017.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in 48 equal monthly installments beginning on May 1, 2015.

Remarks:

/s/ Olive Huang, by power of attorney 05/31/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.