SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and Address of Reporting Person*

 Pandey Dheeraj

 (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

 Nutanix, Inc. [NTNX]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2019

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   X 10% Owner

 X Officer (give title below)   Other (specify below)

 CEO and Chairman

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X Form filed by One Reporting Person

 Form filed by More than One Reporting Person |

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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	12/15/2019		M		12,500	A	$0	148,182	D	
Class A Common Stock	12/15/2019		M		6,250	A	$0	154,432	D	
Class A Common Stock								8,077	I	See Footnote[1]

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	Amount or Number of Shares				
Restricted Stock Units	[2]	12/15/2019		M			12,500	[3]	[3]	Class A Common Stock	12,500	$0	100,000	D	
Restricted Stock Units	[2]	12/15/2019		M			6,250	[4]	[4]	Class A Common Stock	6,250	$0	75,000	D	

Explanation of Responses:

1. The shares are held of record by The Pandey Revocable Trust for which the Reporting Person and his spouse serve as trustees.
2. Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer's Class A common stock.
3. The RSUs vest in 16 equal quarterly installments beginning on March 15, 2018, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.
4. The RSUs vest in 16 equal quarterly installments beginning on March 15, 2019, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.

Remarks:

/s/ Olive Huang, by power of attorney   12/17/2019

** 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.