

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Pandey Dheeraj</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/27/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/27/2019		S		39,798 ⁽¹⁾	D	\$35.07 ⁽²⁾	211,177	D	
Class A Common Stock	11/29/2019		S		13,900 ⁽¹⁾	D	\$35.5513 ⁽³⁾	197,277	D	
Class A Common Stock	11/29/2019		S		40,260 ⁽¹⁾	D	\$36.6584 ⁽⁴⁾	157,017	D	
Class A Common Stock	11/29/2019		S		21,335 ⁽¹⁾	D	\$37.1835 ⁽⁵⁾	135,682	D	
Class A Common Stock								8,077	I	See Footnote ⁽⁶⁾
Class A Common Stock	10/09/2019		J ⁽⁷⁾	V	10,000	A	\$0	145,682	D	
Class A Common Stock	10/09/2019		C ⁽⁸⁾	V	10,000	D	\$0	135,682	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
Class B Common Stock	(9)	10/09/2019		J ⁽⁷⁾	V		10,000	(10)	(10)	Class A Common Stock	10,000	\$0	5,592,938	I	See footnote ⁽⁶⁾
Class B Common Stock	(9)							(10)	(10)	Class A Common Stock	2,932,000		2,932,000 ⁽¹¹⁾	I	See footnote ⁽¹²⁾
Class B Common Stock	(9)							(10)	(10)	Class A Common Stock	68,000		68,000 ⁽¹³⁾	I	See footnote ⁽¹⁴⁾
Class B Common Stock	(9)							(10)	(10)	Class A Common Stock	381,218		381,218	I	See footnote ⁽¹⁵⁾
Class B Common Stock	(9)							(10)	(10)	Class A Common Stock	381,218		381,218	I	See footnote ⁽¹⁵⁾
Class B Common Stock	(9)							(10)	(10)	Class A Common Stock	381,218		381,218	I	See footnote ⁽¹⁵⁾

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 \$35.00 to \$35.21. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
- The price reported is a weighted average price. These shares were sold in multiple transactions at sale prices ranging from \$35.06 to \$36.05. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
- The price reported is a weighted average price. These shares were sold in multiple transactions at sale prices ranging from \$36.09 to \$37.085. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
- The price reported is a weighted average price. These shares were sold in multiple transactions at sale prices ranging from \$37.09 to \$37.38. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
- The shares are held of record by The Pandey Revocable Trust for which the Reporting Person and his spouse serve as trustees.

7. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. The reporting person has elected to convert his shares of Class B common stock into Class A common stock.

8. This is a gift to a donor advised charity fund.

9. Each share of common stock was reclassified into one share of Class B common stock immediately prior to the completion of the Issuer's initial public offering of Class A common stock in an exempt transaction pursuant to Rule 16b-7.

10. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B common stock, (ii) any transfer, whether or not for value, subject to certain limited exceptions, (iii) the death of a natural person (including shares held by his or her permitted estate planning entities holding Class B common stock), or (iv) October 5, 2033.

11. The number of shares held by the Pandey 2017 Irrevocable Descendants' Trust, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees, has been updated to reflect non-reportable changes in beneficial ownership since the Reporting Person's last filing.

12. The shares are held of record by the Pandey 2017 Irrevocable Descendants' Trust, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees.

13. The number of shares held by the Pandey Irrevocable Descendants' Trust, for which the Reporting Person's spouse serves as trustee, has been updated to reflect non-reportable changes in beneficial ownership since the Reporting Person's last filing.

14. The shares are held of record by the Pandey Irrevocable Descendants' Trust, for which the Reporting Person's spouse serves as trustee.

15. The shares are held of record by the Pandey 2016 Annuity Trust FBO one of Mr. Pandey's minor children, for which Mr. Pandey and his spouse serve as co-trustees.

Remarks:

[/s/ Olive Huang, by power of attorney](#)

[12/02/2019](#)

** 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.

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