

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

| 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).

|  |           |              |  |  |  |   |  |  |  |
|--|-----------|--------------|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Williams Duston</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>Nutanix, Inc. [ NTNX ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Chief Financial Officer</b> |  |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/15/2020</u>        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person _____   |  |  |  |
| C/O NUTANIX, INC.<br>1740 TECHNOLOGY DRIVE, SUITE 150              |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  |  |   |  |  |  |
| (Street)   | (City)    | (State)      | (Zip)  |  |  |   |  |  |  |
| <u>SAN JOSE</u>  | <u>CA</u> | <u>95110</u> |  |  |  |   |  |  |  |

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            | 06/15/2020                           |  | M                              |   | 25,000  | A          | \$0   | 196,480 <sup>(1)</sup>  | D  |   |
| Class A Common Stock            | 06/15/2020                           |  | M                              |   | 7,500   | A          | \$0   | 203,980   | D  |   |
| Class A Common Stock            | 06/15/2020                           |  | M                              |   | 6,250   | A          | \$0   | 210,230   | D  |   |
| Class A Common Stock            | 06/15/2020                           |  | M                              |   | 9,375   | A          | \$0   | 219,605   | 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   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | (2)  | 06/15/2020                           |  | M                              |   |  | 25,000 | (3)  | (3)             | Class A Common Stock  | 25,000                     | \$0  | 50,000   | D   |  |
| Restricted Stock Units                     | (2)  | 06/15/2020                           |  | M                              |   |  | 7,500  | (4)  | (4)             | Class A Common Stock  | 7,500                      | \$0  | 45,000   | D   |  |
| Restricted Stock Units                     | (2)  | 06/15/2020                           |  | M                              |   |  | 6,250  | (5)  | (5)             | Class A Common Stock  | 6,250                      | \$0  | 62,500   | D   |  |
| Restricted Stock Units                     | (2)  | 06/15/2020                           |  | M                              |   |  | 9,375  | (6)  | (6)             | Class A Common Stock  | 9,375                      | \$0  | 121,875  | D   |  |

Explanation of Responses:

- Number of shares owned reflects Class A common stock acquired under the Nutanix, Inc. Employee Stock Purchase Plan ("ESPP") on March 20, 2020.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer's Class A common stock.
- The RSUs vest in 12 equal quarterly installments beginning on March 15, 2018, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.
- 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.
- 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.
- The RSUs vest in 16 equal quarterly installments beginning on December 15, 2019, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.

Remarks:

/s/ Travis Shroul, by power of attorney 06/16/2020

\*\* 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Nutanix, Inc. (the "Company"), hereby constitutes and appoints each of Dheeraj Pandey, Tyler Wall, Aaron Boynton, Olive Huang, Travis Shrout, Carmen Elliott, and Hae Cheong Chang, individually, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC"), a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rules or regulations promulgated thereunder, or any successor laws and regulations;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in order to complete and execute all forms and timely file any such forms with the SEC, any securities exchange or national association, the Company and such other person or agency; attorneys-in-fact shall deem appropriate; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in their capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended, or any rules and regulations promulgated thereunder, or any successor laws and regulations.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined herein, and the power of the attorneys-in-fact named in any such prior powers of attorney is hereby revoked.

The undersigned agrees that each such attorney-in-fact may rely on information furnished by the undersigned in connection with carrying out any of the rights or powers herein granted.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of March, 2020.

Signature: /s/ Duston M. Williams  
Print Name: Duston M. Williams