



NUTANIX, INC.

SUPPLEMENT TO PROXY STATEMENT
FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 13, 2024

NEW RECORD DATE OF NOVEMBER 7, 2024

IN ORDER FOR YOUR VOTE TO BE COUNTED AT THE ANNUAL MEETING, YOU MUST SUBMIT YOUR VOTE BY FOLLOWING THE VOTING PROCEDURES DESCRIBED IN THE ENCLOSED NEW PROXY CARD OR THE UPDATED VOTING INSTRUCTIONS FROM YOUR BROKER, BANK OR OTHER AGENT.

This proxy statement supplement (this "Supplement") supplements and amends the definitive proxy statement filed by Nutanix, Inc. (the "Company") on October 22, 2024 (the "Proxy Statement") for the Company's 2024 Annual Meeting of Stockholders (the "Annual Meeting"), which will be held via live webcast at www.virtualshareholdermeeting.com/NTNX2024 on Friday, December 13, 2024 at 9:00 a.m., Pacific Time.

Following the filing of the Proxy Statement, it was determined that there was an inadvertent error concerning the record date for the Annual Meeting. The Company is filing this Proxy Supplement to provide for **a new record date of November 7, 2024 for the Annual Meeting.**

This Supplement hereby supplements the Proxy Statement as set forth below. This Supplement should be read in conjunction with the Proxy Statement. Except as specifically amended or supplemented by the information contained herein, this Supplement does not modify any other information set forth in the Proxy Statement. This Supplement, which includes a new proxy card, is being mailed to our stockholders on or about November 8, 2024.

While there are no changes to the proposals to be acted upon at the Annual Meeting which are described in the Proxy Statement, the proxy card or voting instruction form initially distributed with the Proxy Statement, including the control number contained therein, is no longer valid. If you have already returned the original proxy card or provided voting instructions, your proxy card or voting instruction will not be valid and will not be voted as directed.

Your vote is important. You may vote on all proposals by submitting the new proxy card or submitting a proxy via the Internet or by telephone by following the procedures on your new proxy card. You will need the new control number included on your new proxy card if you are a stockholder of record of shares of Class A common stock, or included with your voting instructions received from your broker, bank or other agent if you hold your shares of Class A common stock in "street name."

Only stockholders of record of our Class A common stock as of the close of business on the new record date will be entitled to vote at the Annual Meeting. If you were a holder of record on the original record date but are not a holder of record on the new record date for the Annual Meeting, you are not entitled to vote at the Annual Meeting.

The last two paragraphs under the Notice of 2024 Annual Meeting of Stockholders section on page 5 of the Proxy Statement are revised to read as follows:

“The record date for the Annual Meeting is November 7, 2024. Only stockholders of record of our Class A common stock at the close of business on the record date may vote at the Annual Meeting.

On or about November 8, 2024, we mailed to our stockholders the proxy statement supplement dated November 8, 2024 (the “Supplement”), this proxy statement and our annual report. The proxy statement provides instructions on how to vote via the Internet or by telephone. The proxy statement and our annual report can also be accessed directly at the following Internet address: www.proxyvote.com. You will be asked to enter the sixteen-digit control number located on your proxy card or included with your voting instructions received from your broker, bank or other agent.”

The second through fourth paragraphs under the Proxy Statement section on page 8 of the Proxy Statement are revised to read as follows:

“On or about November 8, 2024, we mailed to our stockholders the proxy statement supplement dated November 8, 2024 (the “Supplement”), this proxy statement and our Annual Report on Form 10-K for the fiscal year ended July 31, 2024. This proxy statement provides instructions on how to vote at the Annual Meeting.

Only stockholders of record of our Class A common stock at the close of business on November 7, 2024, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. On the record date, there were 267,851,994 shares of Class A common stock outstanding and entitled to vote. A list of stockholders entitled to vote at the Annual Meeting will be available for examination during normal business hours for a period of ten days ending on the day before the Annual Meeting at our principal place of business at 1740 Technology Dr., Suite 150, San Jose, California 95110.

A copy of our Annual Report on Form 10-K for the fiscal year ended July 31, 2024, which was filed with the Securities and Exchange Commission (the “SEC”) on September 19, 2024, accompanies this proxy statement. You also may obtain, without charge, copies of this proxy statement and our Annual Report by writing to our Secretary at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110.”

The paragraph under the heading “Record Date” under the Proxy Voting Roadmap section on page 9 of the Proxy Statement is revised to read as follows:

“November 7, 2024”

The Security Ownership of Certain Beneficial Owners and Management section on pages 73-74 of the Proxy Statement is revised to read as follows:

“Stock Ownership Information

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of the close of business on November 7, 2024, certain information with respect to the beneficial ownership of our common stock: (i) by each person known by us to be the beneficial owner of more than five percent of the outstanding shares of Class A common stock; (ii) by each of our directors; (iii) by each of our NEOs; and (iv) by all of our current executive officers and directors as a group.

The percentage of shares beneficially owned shown in the table is based on 267,851,994 shares of Class A common stock as of the close of business on November 7, 2024. In computing the number of shares of capital stock beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares of our capital stock with respect to which the individual has the right to acquire beneficial ownership within 60 days of November 7, 2024

through the exercise of any stock option or other right. However, we did not deem such shares of our capital stock outstanding for the purpose of computing the percentage ownership of any other person.

Beneficial ownership is determined in accordance with SEC rules and generally includes any shares over which a person exercises sole or shared voting or investment power. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown beneficially owned by them, subject to applicable community property laws. The information contained in the following table is not necessarily indicative of beneficial ownership for any other purpose, and the inclusion of any shares in the table does not constitute an admission of beneficial ownership of those shares. Except as otherwise noted below, the address for persons listed in the table is c/o Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110. The information provided in the table below is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Shares Beneficially Owned	%
5% Stockholders:		
Entities affiliated with Fidelity ⁽¹⁾	36,476,326	13.6
Entities affiliated with the Vanguard Group ⁽²⁾	24,740,679	9.2
BCPE Nucleon (DE) SPV, LP ⁽³⁾	16,854,032	6.3
Named Executive Officers and Directors:		
Rajiv Ramaswami ⁽⁴⁾	771,350	*
Rukmini Sivaraman ⁽⁵⁾	213,510	*
David Sangster	123,868	*
Brian Martin	—	*
Tyler Wall	23,371	*
Craig Conway ⁽⁶⁾	39,451	*
Max de Groen ⁽⁷⁾	16,891,132	6.3
Virginia Gambale ⁽⁸⁾	51,390	*
Steven J. Gomo ⁽⁹⁾	76,250	*
David Humphrey ⁽¹⁰⁾	16,891,132	6.3
Gayle Sheppard ⁽¹¹⁾	22,254	*
Brian Stevens ⁽¹²⁾	49,335	*
Mark Templeton ⁽¹³⁾	21,477	*
All current directors and executive officers as a group (11 persons) ⁽¹⁴⁾	18,173,249	6.8

* Denotes less than 1%

- (1) Based on a Schedule 13G/A filed by FMR LLC with the SEC on February 9, 2024, in which it was reported that FMR LLC had sole voting power over 36,475,488 shares and sole dispositive power over 36,476,326 shares. The address for FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.
- (2) Based on a Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024, in which it was reported that The Vanguard Group had shared voting power over 90,806 shares, sole dispositive power over 24,390,134 shares, and shared dispositive power over 350,545 shares. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (3) Based on a Schedule 13D filed by BCPE Nucleon (DE) SPV, LP with the SEC on July 26, 2024, in which it was reported that BCPE Nucleon (DE) SPV, LP had shared voting power over 16,854,032 shares and shared dispositive power over 16,854,032 shares. The address for BCPE Nucleon (DE) SPV, LP is 200 Clarendon Street, Boston, Massachusetts 02116.
- (4) Consists of (i) 639,014 shares of Class A common stock held of record by Mr. Ramaswami and (ii) 132,336 shares of Class A common stock issuable to Mr. Ramaswami upon vesting of RSUs within 60 days of November 7, 2024.
- (5) Consists of (i) 192,169 shares of Class A common stock held of record by Ms. Sivaraman and (ii) 21,341 shares of Class A common stock issuable to Ms. Sivaraman upon vesting of RSUs within 60 days of November 7, 2024.
- (6) Consists of (i) 33,363 shares of Class A common stock held of record by Mr. Conway and (ii) 6,088 shares of Class A common stock issuable to Mr. Conway upon vesting of RSUs within 60 days of November 7, 2024.
- (7) Consists of (i) 16,854,032 shares of Class A common stock held directly by BCPE Nucleon (DE) SPV, LP (ii) 31,012 shares of Class A common stock held of record by Mr. de Groen, and (iii) 6,088 shares of Class A common stock issuable to Mr. de Groen upon vesting of RSUs within 60 days of November 7, 2024. Mr. de Groen is a Partner of Bain Capital Investors, LLC, the ultimate general partner of BCPE Nucleon (DE) SPV, LP. Voting and investment decisions with respect to securities held by BCPE Nucleon (DE) SPV, LP are made by the partners of Bain Capital Investors, LLC. As a result, Mr. de Groen may be deemed to share voting and dispositive power with respect to the securities held by BCPE Nucleon (DE) SPV, LP. Mr. de Groen disclaims beneficial ownership of the securities held by BCPE Nucleon (DE) SPV, LP, except to the extent of his pecuniary interest therein.
- (8) Consists of (i) 45,302 shares of Class A common stock held of record by Virginia Gambale TTEE Virginia Gambale REV Trust DTD 5/22/2003 for which Ms. Gambale serves as trustee, and (ii) 6,088 shares of Class A common stock issuable to Ms. Gambale upon vesting of RSUs within 60 days of November 7, 2024.

- (9) Consists of (i) 3,962 shares of Class A common stock held of record by The Steven and Chris Gomo Trust for which Mr. Gomo serves as trustee, (ii) 66,200 shares of Class A common stock held of record by The Chris Gomo Legacy Trust, for which Mr. Gomo serves as trustee, and (iii) 6,088 shares of Class A common stock issuable to Mr. Gomo upon vesting of RSUs within 60 days of November 7, 2024.
- (10) Consists of (i) 16,854,032 shares of Class A common stock held directly by BCPE Nucleon (DE) SPV, LP, (ii) 31,012 shares of Class A common stock held of record by Mr. Humphrey, and (iii) 6,088 shares of Class A common stock issuable to Mr. Humphrey upon vesting of RSUs within 60 days of November 7, 2024. Mr. Humphrey is a Partner of Bain Capital Investors, LLC, the ultimate general partner of BCPE Nucleon (DE) SPV, LP. Voting and investment decisions with respect to securities held by BCPE Nucleon (DE) SPV, LP are made by the partners of Bain Capital Investors, LLC. As a result, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the securities held by BCPE Nucleon (DE) SPV, LP. Mr. Humphrey disclaims beneficial ownership of the securities held by BCPE Nucleon (DE) SPV, LP, except to the extent of his pecuniary interest therein.
- (11) Consists of (i) 16,166 shares of Class A common stock held of record by Ms. Sheppard and (ii) 6,088 shares of Class A common stock issuable to Ms. Sheppard upon vesting of RSUs within 60 days of November 7, 2024.
- (12) Consists of (i) 43,247 shares of Class A common stock held of record by Mr. Stevens and (ii) 6,088 shares of Class A common stock issuable to Mr. Stevens upon vesting of RSUs within 60 days of November 7, 2024.
- (13) Consists of (i) 15,389 shares of Class A common stock held of record by Mr. Templeton and (ii) 6,088 shares of Class A common stock issuable to Mr. Templeton upon vesting of RSUs within 60 days of November 7, 2024.
- (14) Consists of 18,297,117 shares of Class A common stock beneficially owned by our current directors and executive officers as a group."

The question "Why did I receive a notice regarding the availability of proxy materials on the Internet?" under the Questions and Answers about the Annual Meeting section and the answer thereto on page 76 of the Proxy Statement are deleted.

The first paragraph that follows the question "How do I attend and participate in the Annual Meeting online?" under the Questions and Answers about the Annual Meeting section on page 76 of the Proxy Statement is revised to read as follows:

"We will be hosting the Annual Meeting via live webcast only. Any stockholder can attend the Annual Meeting, live online at www.virtualshareholdermeeting.com/NTNX2024. The webcast will start at 9:00 a.m., Pacific Time. Stockholders may vote and submit questions while attending the meeting online. The webcast will open 15 minutes before the start of the meeting. In order to enter the meeting, you will need the control number. The control number will be included on your proxy card if you are a stockholder of record of shares of common stock or included with your voting instructions received from your broker, bank or other agent if you hold your shares of common stock in a "street name." Instructions on how to attend and participate online are available at www.virtualshareholdermeeting.com/NTNX2024."

The first paragraph that follows the question "Who can vote at the Annual Meeting?" under the Questions and Answers about the Annual Meeting section on page 76 of the Proxy Statement is revised to read as follows:

"Only stockholders of record at the close of business on November 7, 2024, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. As of the close of business on the record date, there were 267,851,994 shares of Class A common stock outstanding and entitled to vote."

The paragraph under the heading "Beneficial Owner: Shares Registered in the Name of a Broker or Bank" that follows the question "Who can vote at the Annual Meeting?" under the Questions and Answers about the Annual Meeting section on page 76 of the Proxy Statement is revised to read as follows:

"If, as of the close of business on the record date, your shares of Class A common stock were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name." The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the virtual Annual Meeting. Since you are not the stockholder of record, you may vote your shares online during the Annual Meeting only by following the instructions from your broker, bank or other agent."

The third bullet under the heading “Stockholder of Record: Shares Registered in Your Name” that follows the question “How do I vote?” under the Questions and Answers about the Annual Meeting section on page 77 of the Proxy Statement is revised to read as follows:

“To vote by toll-free telephone, call 1-800-690-6903 if you are a stockholder of record or 1-800-454-8683 if you are a “beneficial” stockholder (be sure to have your proxy card in hand when you call).”

The last paragraph under the heading “Stockholder of Record: Shares Registered in Your Name” that follows the question “How do I vote?” under the Questions and Answers about the Annual Meeting section on page 77 of the Proxy Statement is revised to read as follows:

“To vote, you will need the control number. The control number will be included on your proxy card if you are a stockholder of record of shares of Class A common stock, or included with your voting instructions received from your broker, bank or other agent if you hold your shares of Class A common stock in “street name.””

The question “What does it mean if I receive more than one Notice?” under the Questions and Answers about the Annual Meeting section and the answer thereto on page 80 of the Proxy Statement are deleted.

The question “What does it mean if multiple members of my household are stockholders, but we only received one Notice or full set of proxy materials in the mail?” under the Questions and Answers about the Annual Meeting section and the first and second paragraph of the answer thereto on page 80 of the Proxy Statement are revised to read as follows:

“What does it mean if multiple members of my household are stockholders, but we only received one full set of proxy materials in the mail?”

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for notices and proxy materials with respect to two or more stockholders sharing the same address by delivering a single set of proxy materials addressed to those stockholders. In accordance with a prior notice sent to certain brokers, banks, dealers or other agents, we are sending only one full set of proxy materials to those addresses with multiple stockholders unless we received contrary instructions from any stockholder at that address. This practice, known as “householding,” allows us to satisfy the requirements for delivering notices or proxy materials with respect to two or more stockholders sharing the same address by delivering a single copy of these documents. Householding helps to reduce our printing and postage costs, reduces the amount of mail you receive and helps to preserve the environment. If you currently receive multiple copies of proxy materials at your address and would like to request “householding” of your communications, please contact your broker. Once you have elected “householding” of your communications, “householding” will continue until you are notified otherwise or until you revoke your consent.

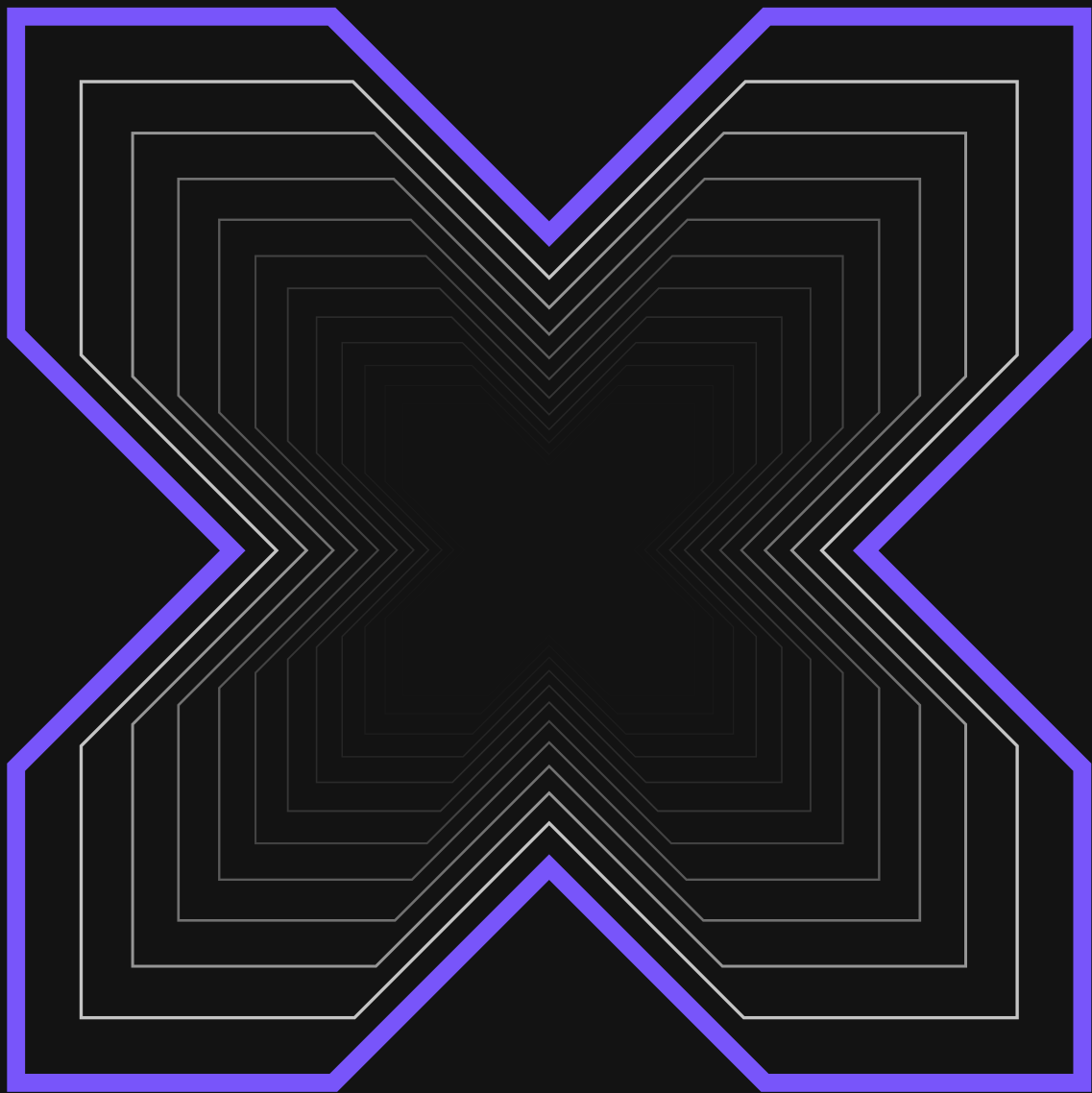
To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of any notice and, if applicable, our proxy materials, such stockholder may contact us at the following address:”

[Remainder of page left intentionally blank]



2024

Proxy Statement and Annual Report



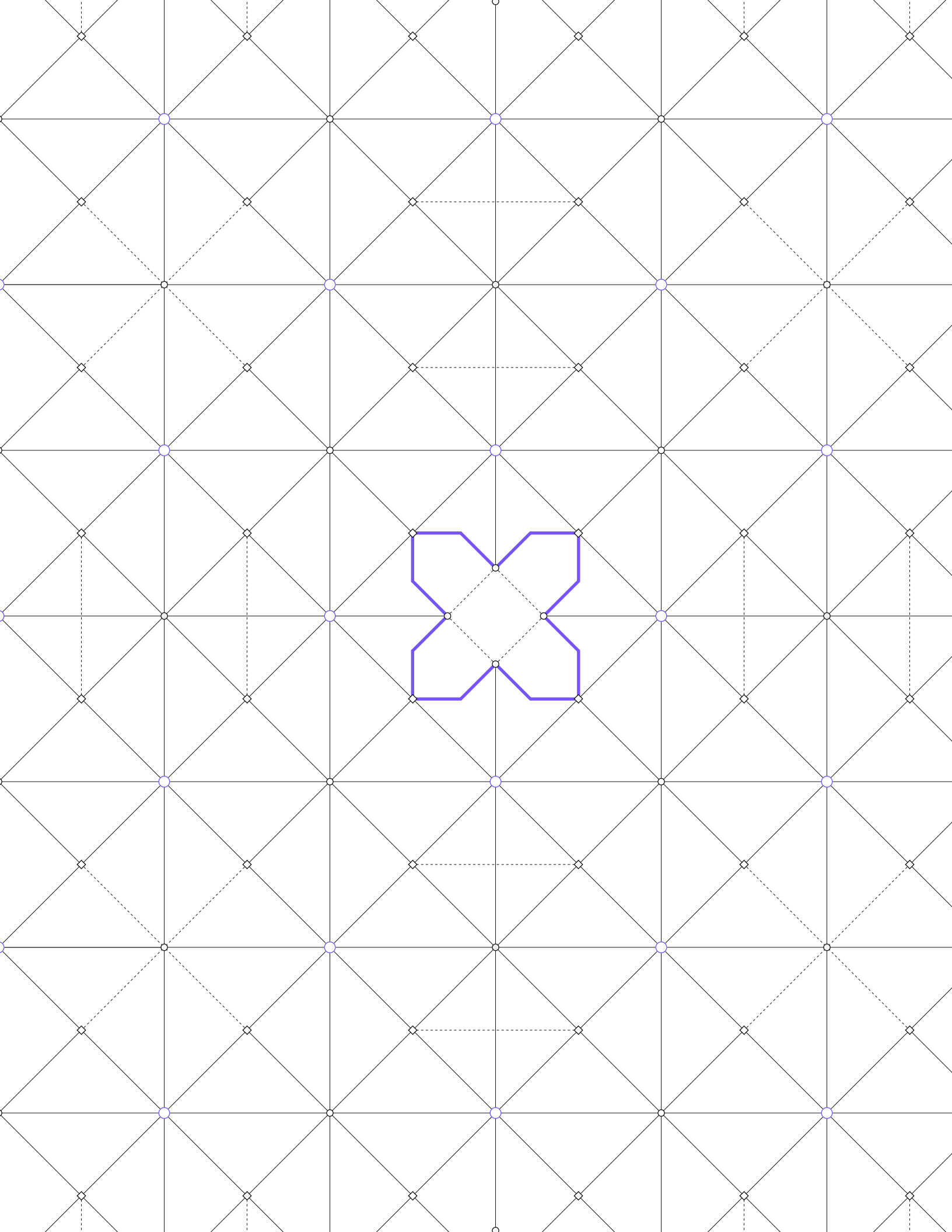
2024

Proxy Statement and Annual Report

9:00 a.m., Pacific Time

Friday, December 13, 2024

Virtual Meeting Site: www.virtualshareholdermeeting.com/NTNX2024





Letter from Our President and Chief Executive Officer

Dear Stockholders,

Fiscal year 2024 was a year of significant financial milestones and achievements. We achieved GAAP operating profitability for the full fiscal year, almost tripled our free cash flow from the previous fiscal year, and became a rule-of-40+⁽¹⁾ company again. All while growing annual recurring revenue at 20+% and extending our technology vision of becoming the leading platform for running all apps and managing data, anywhere.

Challenging the Status Quo

As we celebrate our 15-year anniversary, we take pride in the fact that we've been challengers every step of the way. In our first decade, we pioneered Hyperconverged Infrastructure (HCI) to help customers simplify and modernize their data centers away from legacy three-tier architectures. Along the way, we had to build an appliance to prove HCI's viability, de-risk customers with an enterprise-grade hypervisor, and transform ourselves into a subscription-based software vendor that runs on any hardware platform - challenging the conventional wisdom of its time on each of those dimensions.

In just the first half of our second decade of existence, we've enabled our customers to run their workloads not just on-premises but also on major public cloud providers, giving them the flexibility to get the best of both worlds in a hybrid multicloud world. We've also created new routes to market for this platform by making it available through major server vendors as well as public cloud marketplaces.

While we are proud of those accomplishments, we have higher aspirations as a company.

Leading Platform for All Apps and Data

With the disruption in the infrastructure market due to recent acquisitions, many companies are actively reevaluating their IT strategy.

Many have invested heavily in three-tier architectures both from a hardware as well as a talent standpoint. Some of these organizations are looking at in-place replacements as an intermediate step before moving to more modern architectures like HCI or hybrid multicloud. For them, we recently announced that we are extending our platform to work with traditional three-tier setups with compute-only nodes connected to external IP-based storage. This will enable them to reuse their existing hardware while providing a staged migration to our modern hybrid multicloud platform. We expect to be in the market with our first server and external storage partners next calendar year.

Customers looking to use public clouds in a cost-effective manner are increasingly adopting our hybrid multicloud technology through Nutanix Cloud Clusters (NC2). This technology enables our customers to operate seamlessly across cloud and on-prem environments, with a single team managing both, while also allowing existing apps to be run across these environments. Customers are using NC2 for disaster recovery, elastic capacity-on-demand, geographic expansion, and “lift and shift” cloud migration.

For customers building modern apps, Kubernetes has become one of the best ways to speed up innovation as it helps developers build and ship apps faster. With the recent general availability of Nutanix Kubernetes Platform (NKP), we provide customers the platform to manage their Kubernetes clusters across any environment. And our vision is to deliver a consistent suite of storage and platform services such as databases on any cloud. By bringing these elements together, we plan to deliver a complete modern apps platform that enables customers to build their apps once and run them anywhere.

Artificial intelligence (AI) is probably the most modern of modern apps. With the recent innovations in generative AI, companies are looking to deploy models and build their own generative AI solutions for a wide array of use cases, including co-piloting, fraud detection, and customer support. We expect that generative AI apps will run both in the public cloud and on-prem. Many mission-critical generative AI apps will need to run on-prem or at the edge for co-location of data, privacy, and security reasons. To address this need and to simplify deploying generative AI for our customers, we launched GPT-in-a-Box about a year ago and are seeing good early traction.

With these innovations, Nutanix is well positioned to serve all customers, from those with legacy three-tier architectures to those that are building modern apps, to become the leading platform for running *all* applications and managing data, *anywhere*.

Well-Positioned for Growth

Our expanding product offerings, world-class net promoter score, and the recent industry disruption have helped us build a strong pipeline for our business and sign up an increasing number of new customers in fiscal year 2024. As we’ve said all along, this is a multi-year opportunity – a marathon rather than a sprint.

Over the last couple of years, we’ve deliberately shifted our focus to the larger enterprises where most of our total addressable market sits. To enable that move, we’ve significantly top-graded our sales teams and invested in our broader go-to-market engine to grow awareness of our offerings. We have hired more sales reps to capture the opportunity and product specialists to enable our sellers to better position our complete portfolio. As a result, we are seeing higher engagement and interest from some of the largest Forbes Global 2000 companies. While sales cycles with these large customers tend to be longer and have a greater variability in timing, outcome and deal structure, we are securing large deals at a scale our company has previously not booked.

In addition, we are now beginning to see increased leverage from our partners. In fiscal year 2024, our channel began identifying, prosecuting, and transacting business increasingly autonomously for an identified whitespace set of smaller prospective customers. Our platform partners, Cisco, Lenovo, and now Dell among others, are selling our solutions along with theirs, enabling an entirely new route to market through their sellers and getting us into companies that we previously never served. We are excited by what this can grow into and are investing into making this route more successful.

For our existing customers, renewals continue to be transacting at a healthy level both from a timing and outcome standpoint. We are pleased by this continued execution of our renewals team and expect to get even better on renewals in the coming years given our world class product and support offerings that are focused on customer outcomes.

Looking Ahead

We are entering fiscal year 2025 with a strong platform targeting hybrid multicloud environments, modern apps, and generative AI. Coupled with a reinvigorated go-to-market engine and leverage from our partners, Nutanix is well positioned for growth and value creation for stockholders.

Thank you for your continued trust and faith in us.



Rajiv Ramaswami

President and Chief Executive Officer

(1) Rule-of-40+ is defined as the sum of revenue growth rate and free cash flow margin being greater than or equal to 40%.

Cautionary Note Regarding Forward-Looking Statements. This letter and the accompanying proxy statement contain forward-looking statements, which statements involve substantial risks and uncertainties. Other than statements of historical fact, all statements contained in this proxy statement, including statements regarding our future results of operations and financial position, our business strategy and plans and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “potentially,” “estimate,” “continue,” “anticipate,” “plan,” “intend,” “could,” “would,” “expect,” “look to” or words or expressions of similar substance or the negative thereof, that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. Forward-looking statements included in this letter and the accompanying proxy statement include expectations regarding: extending our platform to work with traditional three-tier setups, including the availability and timing thereof; our plan to deliver a complete modern apps platform that enables customers to build their apps once and run them anywhere; generative AI trends; our goal of becoming the leading platform for running all applications and managing data, anywhere; our growth and market opportunity; our focus on larger enterprises; increased leverage from our partners; our renewals performance; and our fiscal year 2025 outlook. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs in light of the information currently available to us. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in our Annual Report on Form 10-K for the fiscal year ended July 31, 2024 filed with the Securities and Exchange Commission on September 19, 2024. Moreover, we operate in a very competitive and rapidly changing environment and new risks emerge from time to time. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained or implied in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and trends discussed in this proxy statement may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events.



Notice of 2024 Annual Meeting of Stockholders

**To Be Held Virtually on
Friday, December 13, 2024**

at 9:00 a.m., Pacific Time

REVIEW THE PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS:



Internet

Visit the website listed on your proxy card



Telephone

Call the telephone number on your proxy card



Mail

Sign, date, and return your proxy card in the enclosed envelope



Vote during the Meeting

Vote online during the Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on December 13, 2024: This Notice, the Proxy Statement and the Annual Report are available at www.proxyvote.com.

To the Stockholders of Nutanix, Inc.:

On behalf of our Board of Directors, it is our pleasure to invite you to attend the 2024 annual meeting of stockholders (including any adjournment or postponement thereof, the "Annual Meeting") of Nutanix, Inc. The Annual Meeting will be held virtually via live webcast at www.virtualshareholdermeeting.com/NTNX2024 on Friday, December 13, 2024, at 9:00 a.m., Pacific Time.

We are holding the Annual Meeting for the following purposes:

Proposals	Board vote recommendation	For further details
1. Election of Three Class I and Three Class II Directors	✓ FOR	Page 20
2. Ratification of Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal Year 2025	✓ FOR	Page 29
3. Advisory Vote to Approve the Compensation of our Named Executive Officers	✓ FOR	Page 34
4. Advisory Vote to Approve the Frequency of Future Stockholder Advisory Votes on the Compensation of our Named Executive Officers	✓ ONE YEAR	Page 72

We are also holding the Annual Meeting to conduct any other business properly brought before the meeting.

These items of business are more fully described in the proxy statement accompanying this Notice of 2024 Annual Meeting of Stockholders.

The record date for the Annual Meeting is October 8, 2024. Only stockholders of record of our Class A common stock at the close of business on the record date may vote at the Annual Meeting.

On or about October 22, 2024, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement and annual report. The Notice provides instructions on how to vote via the Internet or by telephone and includes instructions on how to receive a paper copy of our proxy materials by mail. The accompanying proxy statement and our annual report can be accessed directly at the following Internet address: www.proxyvote.com. You will be asked to enter the sixteen-digit control number located on your notice or proxy card.

In the event of a technical malfunction or other situation that the meeting chair determines may affect the ability of the Annual Meeting to satisfy the requirements for a meeting of stockholders to be held by means of remote communication under applicable Delaware corporate law, or that otherwise makes it advisable to adjourn the Annual Meeting, the chair or secretary of the Annual Meeting will convene the meeting at 12:00 p.m. Pacific Time on the date specified above and at our address specified above solely for the purpose of adjourning the meeting to reconvene at a date, time and physical or virtual location announced by the meeting chair. Under either of the foregoing circumstances, we will post information regarding the announcement on our investor relations website at <http://ir.nutanix.com>.

By Order of the Board of Directors,



Rajiv Ramaswami

President and Chief Executive Officer
San Jose, California
October 22, 2024

You are cordially invited to attend the virtual Annual Meeting. YOUR VOTE IS IMPORTANT. Whether or not you expect to attend the Annual Meeting, you are urged to vote and submit your proxy by following the voting procedures described in the proxy card. Even if you have voted by proxy, you may still vote during the Annual Meeting. If your shares are held of record by a broker, bank or other agent and you wish to vote during the Annual Meeting, you must follow the instructions from your broker, bank or other agent.



Table of Contents

Proxy Statement	08
Proxy Voting Roadmap	09
Corporate Governance	13
Board of Directors and Its Committees	13
Environmental, Social, and Governance	18
Nominations Process and Director Qualifications	18
Proposal 1: Election of Directors	20
Director Compensation	26
Certain Relationships and Related Party Transactions	28
Audit Committee Matters	29
Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm	29
Report of the Audit Committee	30
Executive Officers	31
Executive Compensation	32
Letter From the Chair of the Compensation Committee	32
Proposal 3: Advisory Vote to Approve the Compensation of Our Named Executive Officers	34
Compensation Discussion and Analysis	34
Report of the Compensation Committee	55
Executive Compensation Tables	56
Employment Arrangements	62
CEO Pay Ratio	66
Pay Versus Performance	67
Equity Compensation Plan Information	71
Additional Proposals	72
Proposal 4: Advisory Vote on the Frequency of Future Stockholder Advisory Votes to Approve the Compensation of Our Named Executive Officers	72
Stock Ownership Information	73
Security Ownership of Certain Beneficial Owners and Management	73
Delinquent Section 16(a) Reports	74
Other Matters	75
Questions and Answers about the Annual Meeting	76
Appendix A – Key Performance Measures and Non-GAAP Financial Measures	A-1

Proxy Statement

For the 2024 Annual Meeting of Stockholders
To Be Held on Friday, December 13, 2024 at 9:00 a.m., Pacific Time

Our Board of Directors is soliciting your proxy to vote at the 2024 annual meeting of stockholders (including any adjournment or postponement thereof, the “Annual Meeting”) of Nutanix, Inc. to be held via live webcast at www.virtualshareholdermeeting.com/NTNX2024 on Friday, December 13, 2024 at 9:00 a.m., Pacific Time.

For the Annual Meeting, we have elected to furnish our proxy materials, including this proxy statement and our Annual Report on Form 10-K for the fiscal year ended July 31, 2024, to our stockholders primarily via the Internet. On or about October 22, 2024, we mailed to our stockholders a *Notice of Internet Availability of Proxy Materials* (the “Notice”) that contains notice of the Annual Meeting and instructions on how to access our proxy materials on the Internet, how to vote at the Annual Meeting, and how to request printed copies of the proxy materials. Stockholders may request to receive all future materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact and cost of our annual meetings.

Only stockholders of record of our Class A common stock at the close of business on October 8, 2024, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. On the record date, there were 267,836,148 shares of Class A common stock outstanding and entitled to vote. A list of stockholders entitled to vote at the Annual Meeting will be available for examination during normal business hours for a period of ten days ending on the day before the Annual Meeting at our principal place of business at 1740 Technology Dr., Suite 150, San Jose, California 95110.

A copy of our Annual Report on Form 10-K for the fiscal year ended July 31, 2024, which was filed with the Securities and Exchange Commission (the “SEC”) on September 19, 2024, accompanies this proxy statement. You also may obtain, without charge, copies of this proxy statement and our Annual Report by writing to our Secretary at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110 or by following the directions set forth in the Notice.

In this proxy statement, we refer to Nutanix, Inc. as “Nutanix,” “we,” “us” or “our company” and the Board of Directors of Nutanix, Inc. as “our Board.” The content of any websites referred to in this proxy statement are not deemed to be part of, and are not incorporated by reference into, this proxy statement.

Proxy Voting Roadmap

This roadmap highlights certain information contained elsewhere in this proxy statement. This roadmap does not contain all of the information that you should consider, and we encourage you to read the entire proxy statement before voting.

Annual Meeting Information



Time and Date

9:00 a.m. Pacific Time
Friday, December 13, 2024



Virtual Meeting Site

www.virtualshareholdermeeting.com/NTNX2024



Record Date

October 8, 2024

Proposal 1: Election of Three Class I and Three Class II Directors (See Page 20)

✓ Our Board Recommends a **VOTE FOR** Max de Groen, Steven J. Gomo, and Mark Templeton as Class I Directors and Craig Conway, Virginia Gambale, and Brian Stevens as Class II Directors

Nominees

Our Class I directors currently consist of Max de Groen, Steven J. Gomo, and Mark Templeton, and our Class II directors currently consist of Craig Conway, Virginia Gambale, and Brian Stevens. Mr. de Groen, Mr. Gomo, and Mr. Templeton have each been nominated to continue to serve as Class I directors, and each of them has agreed to stand for re-election at the Annual Meeting. Mr. Conway, Ms. Gambale, and Mr. Stevens have each been nominated to continue to serve as Class II directors, and each of them has agreed to stand for re-election at the Annual Meeting. The following provides summary information about each Class I and Class II director nominee.

Name	Age	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Security and Privacy Committee	Independent	Director Since
Max de Groen	39	Ω	Ω			✓	2020
Steven J. Gomo	72	Ω		Ω		✓	2015
Mark Templeton	72		Ω		Ω	✓	2023
Craig Conway	70		Ω	Ω		✓	2017
Virginia Gambale	65	Ω		Ω		✓	2020
Brian Stevens	61		Ω		Ω	✓	2019

Ω Chair Ω Member

Corporate Governance Highlights

Board Composition	<ul style="list-style-type: none"> • 8 out of our 9 directors are independent. • 2 out of 9 directors are women.
Average Tenure	<ul style="list-style-type: none"> • Average tenure of our Board is 4.7 years.
Independent Chair of our Board	<ul style="list-style-type: none"> • We have an independent Chair of our Board.
Independent Board Committees	<ul style="list-style-type: none"> • We have an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, and a Security and Privacy Committee, each of which is composed entirely of independent directors.
Single Voting Class; One Share, One Vote	<ul style="list-style-type: none"> • We have a single class of common stock with equal voting rights. • Each share of our Class A common stock is entitled to one vote.
Declassification of our Board	<ul style="list-style-type: none"> • Our classified board structure started being phased out beginning with our 2023 annual meeting of stockholders so that our Board will be fully declassified by our 2025 annual meeting of stockholders.
Majority Voting Standard; Irrevocable Offer to Resign	<ul style="list-style-type: none"> • Majority voting standard applies to uncontested director elections. • Directors tender an irrevocable offer to resign if they do not receive a majority vote and our Board will accept the offer to resign absent a compelling reason.
No Supermajority Voting Requirements	<ul style="list-style-type: none"> • Our certificate of incorporation and bylaws do not contain supermajority voting requirements.
Annual Board and Committee Self-Assessments	<ul style="list-style-type: none"> • Our Board and its committees conduct annual self-assessments.
No "Poison Pill"	<ul style="list-style-type: none"> • We do not have a stockholder rights plan, or "poison pill," in place.
Annual Auditor Ratification	<ul style="list-style-type: none"> • Stockholders have the opportunity to ratify the Audit Committee's selection of our independent registered public accounting firm annually.
Executive Sessions	<ul style="list-style-type: none"> • Non-employee directors regularly hold executive sessions without management present.
Stock Ownership Guidelines	<ul style="list-style-type: none"> • Executive officers and non-employee directors are subject to stock ownership guidelines.

Our Board believes that it is in the best interests of our company and our stockholders to re-elect each Class I and Class II director nominee to a one-year term. Accordingly, our Board unanimously recommends stockholders vote **FOR** the election of each Class I and Class II director nominee at the Annual Meeting.

The election of each Class I and Class II director nominee requires that the number of shares voted **FOR** the nominee's election exceeds the number of votes cast **AGAINST** such nominee's election.

Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm (See Page 29)

 Our Board Recommends a **VOTE FOR** this Proposal 2.

The Audit Committee has re-appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2025, and has further directed that management submit this selection for ratification by our stockholders at the Annual Meeting. Although ratification by our stockholders is not required by law, we have determined that it is good practice to request ratification of this selection by our stockholders. In the event that Deloitte & Touche LLP is not ratified by our stockholders, the Audit Committee will review its future selection of Deloitte & Touche LLP as our independent registered public accounting firm.

Principal Accountant Fees and Services

The following table provides the aggregate fees for services provided by Deloitte & Touche LLP for the fiscal years ended July 31, 2023 and 2024.

	Fiscal Year Ended July 31,	
	2023 (\$)	2024 (\$)
Audit fees ⁽¹⁾	5,008,855	4,067,700
Audit-related fees ⁽²⁾	—	—
Tax fees ⁽³⁾	731,810	759,821
TOTAL FEES	5,740,665	4,827,521

(1) Consists of fees billed for professional services rendered in connection with the audit of our consolidated financial statements, including audited financial statements presented in our Annual Report on Form 10-K, review of the interim consolidated financial statements included in our quarterly reports, services normally provided in connection with regulatory filings and, for the fiscal year ended July 31, 2023, also includes fees incurred in connection with the Audit Committee's previously completed investigation.

(2) Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit fees."

(3) Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance.

Our Board believes that it is in the best interests of our company and our stockholders to approve the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2025. Accordingly, our Board unanimously recommends a vote **FOR** the approval of the ratification of our auditors.

Approval of Proposal 2 requires **FOR** votes from the holders of a majority in voting power of the shares present at the Annual Meeting or represented by proxy thereat and entitled to vote on the proposal. Broker non-votes will not be considered entitled to vote on this proposal, and therefore will not affect the outcome of Proposal 2, but abstentions will have the same effect as a vote **AGAINST** the proposal.

Proposal 3: Advisory Vote to Approve the Compensation of Our Named Executive Officers (See Page 34)

 Our Board Recommends a **VOTE FOR** this Proposal 3.

We endeavor to maintain sound governance standards consistent with our executive compensation policies and practices. The Compensation Committee evaluates our executive compensation program on a regular basis to ensure consistency with our short-term and long-term goals, given the dynamic nature of our business and the market in which we compete for executive talent.

Our executive compensation program is designed to attract, motivate, and retain highly qualified executive officers who drive our success and to align the interests of our executive officers with the long-term interests of our stockholders. The section “[Compensation Discussion and Analysis](#)” provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program, and each component of the program. In addition, we explain how and why the Compensation Committee arrived at the specific compensation policies and decisions involving our executive compensation program.

The say-on-pay vote is advisory, and therefore not binding on us. The say-on-pay vote will, however, provide information to us regarding stockholder sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board believes that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. Accordingly, our Board unanimously recommends a vote **FOR** the approval of the compensation of our named executive officers (“NEOs”).

Approval of Proposal 3 requires **FOR** votes from the holders of a majority in voting power of the shares present at the Annual Meeting or represented by proxy thereat and entitled to vote on the proposal. Broker non-votes will not be considered entitled to vote on this proposal, and therefore will not affect the outcome of Proposal 3, but abstentions will have the same effect as a vote **AGAINST** the proposal.

Proposal 4: Advisory Vote on the Frequency of Future Stockholder Advisory Votes to Approve the Compensation of Our Named Executive Officers (See Page 72)

 Our Board Recommends a **VOTE FOR ONE YEAR** on this Proposal 4.

Our stockholders have the right to indicate their preference at least once every six years regarding how frequently we should solicit an advisory vote on the compensation of our NEOs as disclosed in our proxy statement. Accordingly, we are asking our stockholders to indicate whether they would prefer an advisory say-on-pay vote every one, two or three years. Alternatively, stockholders may abstain from casting votes.

After careful consideration, our Board has determined that continuing to hold an advisory say-on-pay vote annually is the most appropriate frequency for us, and therefore our Board unanimously recommends a vote for **ONE YEAR**.

























The alternative among one year, two years or three years that receives the highest number of votes from the holders of the shares present at the Annual Meeting or represented by proxy thereat and entitled to vote on the proposal will be deemed to be the frequency preferred by our stockholders. Abstentions and broker non-votes will have no effect on this proposal.

Corporate Governance

We are strongly committed to good corporate governance practices. These practices provide an important framework within which our Board and management can pursue our strategic objectives for the benefit of our stockholders. Our Board has adopted corporate governance guidelines that set forth the role of our Board, director independence standards, Board structure and functions, director selection considerations, and other governance policies. In addition, our Board has adopted written charters for its standing committees (the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Security and Privacy Committee), as well as a code of business conduct and ethics that applies to all of our employees, officers and directors. Agents and contractors of our company are also expected to abide by our code of business conduct and ethics. The Nominating and Corporate Governance Committee reviews the corporate governance guidelines annually and recommends changes to our Board as warranted. The corporate governance guidelines, committee charters, and the code of business conduct and ethics, and any waivers or amendments to the code of business conduct and ethics, are all available in the “[Governance Documents](#)” section of our investor relations website at <http://ir.nutanix.com>. Information contained on or accessible through our website is not incorporated by reference herein and is not a part of this proxy statement.

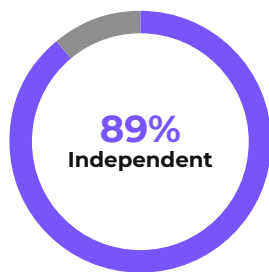
Board of Directors and Its Committees

Current Composition of the Board of Directors and its Committees

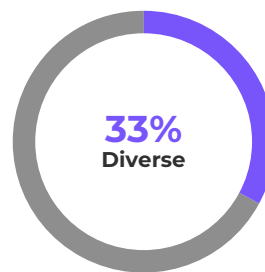
Name	Age	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Security and Privacy Committee	Independent	Director Since
Class I directors whose terms expire at the Annual Meeting							
Max de Groen	39						2020
Steven J. Gomo	72						2015
Mark Templeton	72						2023
Class II directors whose terms expire at the Annual Meeting							
Craig Conway	70						2017
Virginia Gambale <i>Chair of the Board</i>	65						2020
Brian Stevens	61						2019
Class III directors whose terms expire after fiscal year 2025							
David Humphrey	47						2020
Rajiv Ramaswami <i>President and Chief Executive Officer</i>	58						2020
Gayle Sheppard	70						2022

 Chair  Member

Independent Directors



Gender and Ethnic Diversity



Director Independence

Our Class A common stock is listed on the Nasdaq Global Select Market tier of The Nasdaq Stock Market LLC. Under Nasdaq listing rules, a director will only qualify as an “independent director” if (i) the director meets the objective tests for independence set forth in Nasdaq listing rules and (ii) the director does not have a relationship that, in the opinion of the company’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, under Nasdaq listing rules, compensation committee members must not have a relationship with the company that is material to the director’s ability to be independent from management in connection with the duties of a compensation committee member. Additionally, audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In order to be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors or any other board committee, accept, directly or indirectly, any consulting, advisory or other compensatory fee from the company or any of its subsidiaries or be an affiliated person of the company or any of its subsidiaries.

Our Board has undertaken a review of the independence of each of our directors and considered whether each director (i) meets the objective tests for independence set forth in Nasdaq listing rules and (ii) has a material relationship with us that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. As a result of this review, our Board determined that eight of our nine current directors are independent directors. Our independent directors are Mr. Conway, Mr. de Groen, Ms. Gambale, Mr. Gomo, Mr. Humphrey, Ms. Sheppard, Mr. Stevens, and Mr. Templeton.

Board Diversity Matrix

Board Diversity Matrix (As of October 22, 2024)⁽¹⁾

Total Number of Directors	9			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	7	—	—
Part II: Demographic Background				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	1	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	2	6	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	—	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

(1) To see our Board Diversity Matrix as of October 23, 2023, please see the proxy statement filed with the SEC on October 23, 2023.

Board Leadership Structure

The Nominating and Corporate Governance Committee periodically considers our Board's leadership structure and makes such recommendations to our Board as the Nominating and Corporate Governance Committee deems appropriate. Our corporate governance guidelines also provide that if our Board does not have an independent Chair of the Board, our Board will appoint a lead independent director.

Currently, our board leadership structure separates the positions of Chief Executive Officer and Chair of the Board. Mr. Ramaswami has served as our President and Chief Executive Officer since December 2020, and Ms. Gambale, an independent director, has served as our Chair of the Board since June 2021. Separating the positions of Chief Executive Officer and Chair of the Board allows our Chief Executive Officer to focus on our day-to-day business, while allowing our Chair of the Board to lead our Board in its oversight of management. Our Board believes that its independence and oversight of management are maintained effectively through this leadership structure, the composition of our Board, and sound corporate governance policies and practices.

Executive Sessions of Non-Employee Directors

To encourage and enhance communication among non-employee directors, and as required under applicable Nasdaq rules, our corporate governance guidelines provide that the non-employee directors will meet in executive sessions without management directors or company management on a periodic basis, but no less than twice a year.

Communications with our Board

Stockholders or interested parties who wish to communicate with our Board or with an individual director may do so by mail to our Board or the individual director, care of our Chief Legal Officer at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110. The communication should indicate that it contains a stockholder or interested party communication. In accordance with our corporate governance guidelines, all such communication will be reviewed by the Chief Legal Officer, in consultation with appropriate directors as necessary, and, if appropriate, will be forwarded to the director or directors to whom the communications are addressed or, if none are specified, to the Chair of the Board.

Committees of our Board

Our Board has established an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, and a Security and Privacy Committee. The composition and responsibilities of each of these committees are described below. Our Board may establish other committees to facilitate the management of our business. Copies of the charters of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee are available in the “[Governance Documents](#)” section of our investor relations website at <https://ir.nutanix.com>. Members serve on these committees until their resignation or until otherwise determined by our Board.



Audit Committee

The Audit Committee is composed of Mr. de Groen, Ms. Gambale, Mr. Gomo, and Ms. Sheppard, each of whom is a non-employee director. Mr. Gomo serves as the chair of the Audit Committee. Our Board has determined that each member of the Audit Committee satisfies the requirements for independence and financial literacy under applicable SEC rules and Nasdaq listing rules. Our Board has also determined that each member of the Audit Committee satisfies the financial sophistication requirements of Nasdaq and that Messrs. de Groen and Gomo each qualifies as an “audit committee financial expert,” as defined in SEC rules. The Audit Committee is responsible for, among other things:

Chair:

Steven J. Gomo

Members:

- Max de Groen
- Virginia Gambale
- Gayle Sheppard
- selecting and hiring our independent registered public accounting firm;
- evaluating the performance and independence of our registered public accounting firm;
- pre-approving the audit and any non-audit services to be performed by our independent registered public accounting firm;
- reviewing our internal controls and the integrity of our audited financial statements;
- reviewing the adequacy and effectiveness of our disclosure controls and procedures;
- overseeing procedures for the treatment of complaints on accounting, internal accounting controls or audit matters;
- reviewing and discussing with management and the independent registered public accounting firm, our audited and quarterly unaudited financial statements, the results of our annual audit, and our publicly-filed reports;
- reviewing and discussing with management and the independent registered public accounting firm, our major financial risk exposures and the steps management has taken to monitor and control those exposures, and our enterprise risk management framework, including policies, and processes around the identification, management, monitoring and mitigation of enterprise-wide risks;
- reviewing and overseeing any related person transactions; and
- preparing the audit committee report in our annual proxy statement.



Compensation Committee

The Compensation Committee is composed of Mr. Conway, Mr. de Groen, Mr. Stevens, and Mr. Templeton, each of whom is a non-employee director. Mr. de Groen serves as the chair of the Compensation Committee. Our Board has determined that each member of the Compensation Committee meets the requirements for independence under applicable SEC rules and Nasdaq listing rules, including a determination that each member of the Compensation Committee is a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act. The Compensation Committee is responsible for, among other things:

Chair:

Max de Groen

Members:

- Craig Conway
- Brian Stevens
- Mark Templeton
- reviewing and approving our CEO’s and other executive officers’ annual base salaries, incentive compensation plans, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change of control agreements, and any other benefits, compensation or arrangements;
- administering our equity compensation plans;
- overseeing our overall compensation philosophy, compensation plans and benefits programs;
- reviewing the compensation disclosures in our annual proxy statement;
- reviewing and monitoring matters related to human capital management, including talent acquisition and retention and diversity; and
- reviewing succession planning for the CEO and other members of our executive leadership.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee has been an officer or employee of our company. None of our executive officers currently serves, or during fiscal year 2024 has served, as a member of the compensation committee or director (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of any entity that has one or more executive officers serving on the Compensation Committee or our Board.



Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is composed of Mr. Conway, Ms. Gambale, Mr. Gomo, and Mr. Humphrey, each of whom is a non-employee director. Ms. Gambale serves as the chair of the Nominating and Corporate Governance Committee. Our Board has determined that each member of the Nominating and Corporate Governance Committee meets the requirements for independence under Nasdaq listing rules. The Nominating and Corporate Governance Committee is responsible for, among other things:

Chair:

Virginia
Gambale

Members:

- Craig Conway
- Steven J. Gomo
- David Humphrey

- determining the qualifications required to be a member of our Board and recommending to our Board the criteria to be considered in selecting director nominees;
- evaluating and making recommendations regarding the composition, organization and governance of our Board and its committees;
- evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees;
- developing and monitoring our corporate governance guidelines;
- overseeing and periodically reviewing our environmental, social and governance activities, programs and public disclosure; and
- reviewing and approving conflicts of interest of our directors and officers, other than related person transactions reviewed by the Audit Committee.



Security and Privacy Committee

The Security and Privacy Committee assists our Board in its oversight of our management of technology and information security risks and compliance with data protection and privacy laws. The Security and Privacy Committee is composed of Mr. Humphrey, Ms. Sheppard, Mr. Stevens, and Mr. Templeton, each of whom is a non-employee director. Mr. Stevens serves as the chair of the Security and Privacy Committee. The Security and Privacy Committee is responsible for, among other things:

Chair:

Brian Stevens

Members:

- David Humphrey
- Gayle Sheppard
- Mark Templeton

- reviewing information security risk exposures (including cybersecurity and product security risk exposures) and the strategy, systems, controls and processes to monitor and control these risk exposures;
- reviewing incident response, business continuity and disaster recovery planning and capabilities; and
- reviewing compliance with applicable global artificial intelligence, data protection and privacy laws and regulations.

Other Committees

Pursuant to our Amended and Restated Bylaws, our Board may designate other standing or ad hoc committees to serve at the discretion of our Board from time to time.

Board and Committee Meetings and Attendance

Our Board is responsible for the oversight of our company's management and strategy and for establishing corporate policies. Our Board and its committees meet throughout the year on a regular basis and also hold special meetings and act by written consent from time to time. During fiscal year 2024, our Board met 11 times, the Audit Committee met 11 times, the Compensation Committee met 7 times, the Nominating and Corporate Governance Committee met 5 times, and the Security and Privacy Committee met 2 times. During fiscal year 2024, each director attended 75% or more of the aggregate of the meetings of our Board and of the committees on which the director served at the time.

We encourage our directors and nominees for director to attend our annual meeting of stockholders but do not require that they attend. All of our nine then-incumbent directors attended our 2023 annual meeting of stockholders.

Risk Oversight

Our Board oversees an enterprise-wide approach to risk management, which is designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and to enhance stockholder value. Our Board, as a whole, is responsible for determining the appropriate level of risk for our company, assessing the specific risks that we face and reviewing management's strategies for adequately mitigating and managing the identified risks. Although our Board is responsible for administering this risk management oversight function, the committees of our Board support our Board in discharging its oversight duties and addressing risks inherent in their respective areas.

The Audit Committee considers and discusses our (i) major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken pertaining to financial, accounting and tax matters, and (ii) enterprise risk management framework, including policies and processes around the identification, management, monitoring and mitigation of enterprise-wide risks. One member of the Audit Committee is required to also be a member of the Security and Privacy Committee. The Audit Committee also monitors compliance with legal and regulatory requirements, in addition to oversight of the performance of our internal audit function. The Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance guidelines. The Compensation Committee assesses and monitors whether our compensation philosophy and practices have the potential to encourage excessive risk-taking and evaluates compensation policies and practices that could mitigate such risks. The Security and Privacy Committee monitors our technology and information security risk exposures (including cybersecurity and product security risk exposures).

At periodic meetings of our Board and its committees, management reports to and seeks guidance from our Board and its committees with respect to the most significant risks that could affect our business, such as legal, security, financial, tax and audit related risks. In addition, management provides the Audit Committee with periodic reports on our compliance programs and investment policy and practices.

Environmental, Social, and Governance

In demonstrating our commitment to environmental, social, and governance issues and the important part they play in our success, we published our fourth annual Environmental, Social, and Governance Report in 2024. We encourage you to read our Environmental, Social, and Governance Report at <https://www.nutanix.com/esg-report>. The report provides a high-level overview on our views, approach to, and performance around environmental, social, and governance matters. The report is not incorporated by reference herein and is not a part of this proxy statement.

Nominations Process and Director Qualifications

Nomination to our Board

Candidates for nomination to our Board are selected by our Board based on the recommendation of the Nominating and Corporate Governance Committee in accordance with the committee's charter, our policies, our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, our corporate governance guidelines, the criteria adopted by our Board regarding director candidate qualifications, and the requirements of applicable law. In recommending candidates for nomination, the Nominating and Corporate Governance Committee considers candidates recommended by directors, officers, and employees, as well as candidates that are properly submitted by stockholders in accordance with our policies and Amended and Restated Bylaws, using the same criteria to evaluate all such candidates. A stockholder that wishes to recommend a candidate for election to our Board may send a letter directed to our Chief Legal Officer at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110. The letter must include, among other things, the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a representation and undertaking from the candidate to serve a full term on our Board if elected, and information regarding any relationships between the candidate and our company. Additional information regarding the process for properly submitting stockholder nominations for candidates for membership on our Board is set forth above under "[Questions and Answers About Proxy Materials and Voting](#)" and in our Amended and Restated Bylaws.

Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate and, in addition, the Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

Bain Board Nomination Rights

In August 2020, we entered into an investment agreement with BCPE Nucleon (DE) SPV, LP (collectively with its affiliates, “Bain”) relating to the issuance and sale to Bain of \$750 million in an initial aggregate principal amount of our 2.50% convertible senior notes due 2026 (the “2026 Notes”). Under the terms of the investment agreement, Bain previously received the right to appoint two nominees to our Board, and we appointed David Humphrey and Max de Groen as the two Bain nominees to our Board in September 2020. Under the terms of the investment agreement, if, at any time, Bain beneficially owns less than 50% of the Class A common stock underlying the 2026 Notes (on an as-converted basis, and assuming full physical settlement), Bain will be entitled to have only one nominee designated to our Board, and if, at any time, Bain beneficially owns less than 25% of the Class A common stock underlying the 2026 Notes (on an as-converted basis, and assuming full physical settlement), Bain will not be entitled to have any nominee designated to our Board. Further, under the terms of the investment agreement, Bain will not have a right to nominate (i) a second member to our Board, if Bain beneficially owns less than 9.09% of all of our Class A common stock then outstanding (on an as-converted basis, and assuming full physical settlement), even if Bain otherwise beneficially owns at least 50% of the Class A common stock underlying the 2026 Notes (on an as-converted basis, and assuming full physical settlement), or (ii) any member to our Board, if Bain collectively beneficially owns less than 4.0% of all of our Class A common stock then outstanding (on an as-converted basis, and assuming full physical settlement), even if Bain otherwise beneficially owns at least 25% of the Class A common stock underlying the 2026 Notes (on an as-converted basis, and assuming full physical settlement). In June 2024, Bain delivered a notice of conversion to convert \$817.6 million in aggregate principal amount of the 2026 Notes, representing all of the then outstanding principal amount of the 2026 Notes. During the fiscal quarter ended July 31, 2024, we settled the conversion by paying \$817.6 million in cash and delivering approximately 16.9 million shares of Class A common stock, which represents 6.3% of our outstanding Class A common stock as of the record date for the Annual Meeting. As a result of Bain’s conversion of the 2026 Notes, Bain ceased to beneficially own at least 9.09% of our outstanding Class A common stock and, as a result, has a right to nominate only one director to our Board.

Director Qualifications

With the goal of developing a diverse, experienced and highly qualified board of directors, the Nominating and Corporate Governance Committee is responsible for developing and recommending to our Board the desired qualifications, expertise and characteristics of members of our Board, including qualifications that the committee believes must be met by a committee-recommended nominee for membership on our Board and specific qualities or skills that the committee believes are necessary for one or more of the members of our Board to possess.

In addition to the qualifications, qualities, and skills that are necessary to meet U.S. state and federal legal, regulatory and Nasdaq listing requirements and the provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, corporate governance guidelines, and charters of the board committees, the Nominating and Corporate Governance Committee requires the following minimum qualifications to be satisfied by any nominee for a position on our Board: (i) the highest personal and professional ethics and integrity, (ii) proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, (iii) skills that are complementary to those of the existing directors, (iv) the ability to assist and support management and make significant contributions to our success, and (v) an understanding of the fiduciary responsibilities that are required of a member of our Board and the commitment of time and energy necessary to diligently carry out those responsibilities. When considering nominees, the Nominating and Corporate Governance Committee may take into consideration many other factors including, among other things, the candidates' character, integrity, judgment, independence, area of expertise, corporate experience, length of service, and potential conflicts of interest, the candidates' other commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, and the size and composition of our Board and the needs of our Board and its committees. Our Board and the Nominating and Corporate Governance Committee believe that a diverse, experienced and highly qualified board of directors fosters a robust, comprehensive and balanced decision-making process for the continued effective functioning of our Board and success of our company. Accordingly, through the nomination process, the Nominating and Corporate Governance Committee seeks to promote board membership that reflects diversity, factoring in gender, race, ethnicity, differences in professional background, education, skill, and experience, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience. The Nominating and Corporate Governance Committee evaluates the foregoing factors, among others, and does not assign any particular weighting or priority to any of the factors.

The brief biographical description of each director set forth in “[Proposal 1 – Election of Directors](#)” includes the primary individual experience, qualifications, attributes and skills of each of our directors that led to the conclusion that each director should serve as a member of our Board at this time.

Proposal 1: Election of Directors

✓ Our Board Recommends a **VOTE FOR** Max de Groen, Steven J. Gomo, and Mark Templeton as Class I Directors and Craig Conway, Virginia Gambale, and Brian Stevens as Class II Directors.

Our Board currently consists of nine members divided into three classes:

- **Class I directors:** Max de Groen, Steven J. Gomo, and Mark Templeton, whose terms will expire at the Annual Meeting, unless re-elected.
- **Class II directors:** Craig Conway, Virginia Gambale, and Brian Stevens, whose terms will expire at the Annual Meeting, unless re-elected.
- **Class III directors:** David Humphrey, Rajiv Ramaswami, and Gayle Sheppard, whose terms will expire at the annual meeting of stockholders to be held after the end of the fiscal year ending July 31, 2025.

We are in the second year of a three-year process of declassifying our Board. At the Annual Meeting, six Class I and Class II directors will stand for re-election to serve for one-year terms instead of the three-year terms that directors served prior to the start of the declassification of our Board. Until the declassification of our Board is completed, any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. From and after our 2025 annual meeting of stockholders, the division of our directors into classes will terminate in accordance with our Amended and Restated Certificate of Incorporation and all of our directors will stand for election annually.

Mr. de Groen, Mr. Gomo, and Mr. Templeton have each been nominated to continue to serve as a Class I director for a one-year term, and Mr. Conway, Ms. Gambale, and Mr. Stevens have each been nominated to continue to serve as a Class II director for a one-year term. Each of these Class I nominees and Class II nominees has agreed to stand for re-election at the Annual Meeting. Our management has no reason to believe that Mr. de Groen, Mr. Gomo, and Mr. Templeton will be unable to serve as Class I directors. If elected at the Annual Meeting, Mr. de Groen, Mr. Gomo, and Mr. Templeton would continue to serve as Class I directors until the annual meeting of stockholders to be held after the end of fiscal year 2025 and until his successor has been duly elected, or if sooner, until his death, resignation or removal. If elected at the Annual Meeting, Mr. Conway, Ms. Gambale, and Mr. Stevens would continue to serve as Class II directors until the annual meeting of stockholders to be held after the end of fiscal year 2025 and until his or her successor has been duly elected, or if sooner, until his or her death, resignation or removal.

Vote Required

Directors are elected by the affirmative vote of a majority of the votes cast, meaning that the number of shares voted **FOR** a director's election exceeds the number of votes cast **AGAINST** such director's election. Withhold votes and broker non-votes have no legal effect on the outcome. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named above. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by us. Our Amended and Restated Bylaws provide for majority voting in uncontested director elections and our corporate governance guidelines require directors to tender an irrevocable offer to resign if they do not receive majority vote and our Board to accept such offer to resign absent a compelling reason.

Nominees

The Nominating and Corporate Governance Committee seeks to assemble a board of directors that, as a group, can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in various areas. To that end, the committee has identified and evaluated nominees in the broader context of our Board's overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities deemed critical to effective functioning of our Board.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. This includes information regarding each director's experience, qualifications, attributes or skills that led our Board to recommend them for board service.

Class I Nominees for Re-Election at the Annual Meeting



Max de Groen

Age: 39

Director since: 2020

Independent

Board Committees:

- Audit
- Compensation (Chair)

Other public boards during the past five years:

- None

Professional background

Mr. de Groen joined Bain Capital, a private investment firm, in 2011 and is currently a managing director in the Technology Vertical at Bain Capital. Prior to joining Bain Capital, Mr. de Groen was a consultant at The Boston Consulting Group, a management consulting firm, where he consulted in healthcare, financial services, and technology practice areas. Mr. de Groen currently serves on the board of directors of several private companies.

Education

B.S. in Finance from the University of Minnesota; M.B.A. from Harvard Business School.

Key skills and experience

Our Board believes that Mr. de Groen is qualified to serve as a member of our Board because of his significant corporate finance and business expertise gained from his experience in the venture capital and IT industries, including his time spent serving on the boards of directors of technology companies.



Steven J. Gomo

Age: 72

Director since: 2015

Independent

Board Committees:

- Audit (Chair)
- Nominating and Corporate Governance

Other public boards during the past five years:

- Enphase Energy, Inc. (since 2011)
- Micron Technology, Inc. (since 2018)

Professional background

Mr. Gomo previously served as Executive Vice President, Finance and Chief Financial Officer of NetApp, Inc., a computer storage and data management company from October 2004 until December 2011, as well as Senior Vice President, Finance and Chief Financial Officer from August 2002 to September 2004. He has served as chair of the board and a director of Enphase Energy, Inc., a solar energy management device maker, since March 2011; and a member of the board of directors of Micron Technology, Inc., a developer and manufacturer of semiconductor memory products, since October 2018. Mr. Gomo also previously served on the board of directors of Solaria Corporation, a solar energy products company, from October 2019 until May 2023; NetSuite Inc., a business management software company, from March 2012 until it was acquired by Oracle Corporation in November 2016; and SanDisk Corporation, a flash memory storage solutions and software company, from December 2005 until the company was acquired by Western Digital Corporation in May 2016.

Education

B.S. in Business Administration from Oregon State University; M.B.A. from Santa Clara University.

Key skills and experience

Our Board believes that Mr. Gomo is qualified to serve as a member of our Board because of his substantial corporate governance, operational and financial expertise gained from holding various executive positions at publicly-traded technology companies and from serving on the board of directors of several public companies.



Mark Templeton

Age: 72

Director since: 2023

Independent

Board Committees:

- Compensation
- Security and Privacy

Other public boards during the past five years:

- Arista Networks, Inc. (since 2017)
- Health Catalyst, Inc. (2020-2024)

Professional background

Mr. Templeton previously served at Citrix Systems, Inc., a virtualization, mobility management, networking and SaaS solutions company, where he served as Chief Executive Officer from June 2001 to October 2015, President from January 1998 to October 2015, and Vice President, Marketing from June 1995 to January 1998. He was also Chief Executive Officer of DigitalOcean, Inc., a cloud computing company, from June 2018 to August 2019. Mr. Templeton has served as a member of the board of directors of Arista Networks, Inc., a cloud networking solutions company, since June 2017. He previously served as a member of the board of directors of Citrix Systems, Inc. from May 1998 to October 2015, Equifax, Inc., a consumer credit reporting agency, from February 2008 to November 2018, Keysight Technologies, Inc., an electronics test and measurement equipment company, from December 2015 to July 2018, and Health Catalyst, Inc., a healthcare data and analytics technology and services company, from July 2020 to March 2024. He also currently serves on the board of directors of several private companies.

Education

B.A. in Industrial and Product design from North Carolina State University; M.B.A. from the Darden School of Business at the University of Virginia.

Key skills and experience

Our Board believes that Mr. Templeton is qualified to serve as a member of our Board because of his extensive and broad management experience, gained from his background as the chief executive officer of multiple technology companies and from serving on the board of directors of several public companies, including his strong domain knowledge of both cloud and datacenter infrastructure software.

Class II Nominees for Re-Election at the Annual Meeting



Craig Conway

Age: 70

Director since: 2017

Independent

Board Committees:

- Compensation
- Nominating and Corporate Governance

Other public boards during the past five years:

- Paylocity Holding Corporation (since 2024)
- Salesforce, Inc. (since 2005)
- Guidewire Software, Inc. (2010-2019)

Professional background

Mr. Conway previously served as President and Chief Executive Officer of PeopleSoft, Inc., an enterprise application software company, from 1999 to 2004. Mr. Conway also served as President and Chief Executive Officer of One Touch Systems from 1996 to 1999 and TGV Software from 1993 to 1996. Prior to that, Mr. Conway held executive management positions at a variety of leading technology companies, including Executive Vice President at Oracle Corporation, a global software and services company. Mr. Conway has served as a member of the board of directors of Salesforce, Inc., a cloud-based customer relationship management company, since October 2005 and Paylocity Holding Corporation, a cloud-based HCM and payroll software solutions company, since March 2024. Mr. Conway previously served as a director of Advanced Micro Devices, Inc., a semiconductor company, from September 2009 until May 2013, and Guidewire Software, Inc., an insurance technology company, from December 2010 until January 2019.

Education

B.S. in Computer Science and Mathematics, the State University of New York at Brockport.

Key skills and experience

Our Board believes that Mr. Conway is qualified to serve as a member of our Board because of his extensive and broad management experience, gained from his background as the chief executive officer of multiple technology companies and from serving on the board of directors of several public companies.



Virginia Gambale

Age: 65

Director since: 2020

Independent Chair of the Board since June 2021

Board Committees:

- Audit
- Nominating and Corporate Governance (Chair)

Other public boards during the past five years:

- EVERTEC, Inc. (since 2023)
- Jamf Holding Corp. (since 2021)
- Virtu Financial, Inc. (since 2020)
- FD Technologies plc (2015-2023)
- Regis Corporation (2018-2021)
- JetBlue Airways Corporation (2006-2021)

Professional background

Ms. Gambale is Managing Partner of Azimuth Partners LLC, a technology advisory firm facilitating the growth and adoption of emerging technologies for financial services, consumer and technology companies. Prior to founding Azimuth Partners in 2003, Ms. Gambale held senior management positions at Merrill Lynch, Bankers Trust, Deutsche Bank and Marsh & McLennan. She was also the Head of Deutsche Bank Strategic Ventures, and subsequently a General Partner at Deutsche Bank Capital and ABS Ventures. Ms. Gambale currently serves on the boards of directors of: EVERTEC, Inc., a financial technology company, since May 2023; Virtu Financial, Inc., a financial services company, since January 2020; and Jamf Holding Corp., an Apple device management and security company, since May 2021. Ms. Gambale also currently serves on the board of directors of several private companies. She also previously served on numerous international public and private boards, including Core BTS, Regis Corporation, JetBlue Airways, Piper Jaffray, Workbrain, Synchronoss Technologies, IQ Financial, Avellino Lab USA, Inc., and FD Technologies plc.

Education

B.S. in Mathematics and Computer Science from the New York Institute of Technology.

Key skills and experience

Our Board believes Ms. Gambale is qualified to serve as a member of our Board because of her extensive prior experience in senior leadership positions in finance and technology, as well as her time spent serving on the boards of numerous public and private companies.



Brian Stevens

Age: 61

Director since: 2019

Independent

Board Committees:

- Compensation
- Security and Privacy (Chair)

Other public boards during the past five years:

- Genpact Limited (since 2020)

Professional background

Mr. Stevens has served as Chief Executive Officer of Neuralmagic, Inc., a private machine learning company, since March 2021, and as its Executive Chairman from July 2019 until March 2021. Mr. Stevens has also served as a member of the board of directors of Genpact Limited, an IT services company, since May 2020. He previously served as Chief Technology Officer from April 2017 to May 2019 and as Vice President of Product from September 2014 to May 2019 of Google Cloud, owned by Alphabet, Inc., a multinational technology company, where he was responsible for leading the technology vision for Google's public cloud offering. Prior to Google, from November 2001 until September 2014, Mr. Stevens served in various positions at Red Hat, Inc., an open source solutions company, including as Chief Technology Officer and Executive Vice President of Worldwide Engineering from September 2013 until September 2014. Mr. Stevens has also served on various boards in the past, including the American Red Cross, IEEE, Pentaho, Data Gravity, and the OpenStack Foundation.

Education

B.S. in Computer Science from the University of New Hampshire; M.S. in Computer Systems from Rensselaer Polytechnic Institute.

Key skills and experience

Our Board believes Mr. Stevens is qualified to serve as a member of our Board because of his extensive business experience and expertise in our industry, gained from his substantial leadership roles as well as his time spent serving on the boards of other technology companies.

Class III Directors Continuing in Office Until the Annual Meeting of Stockholders After the End of the Fiscal Year Ending July 31, 2025



David Humphrey

Age: 47

Director since: 2020

Independent

Board Committees:

- Nominating and Corporate Governance
- Security and Privacy

Other public boards during the past five years:

- NortonLifeLock Inc. (2016-2021)
- Genpact Limited (2012-2019)

Professional background

Mr. Humphrey is currently a partner in the Technology, Media and Telecommunications Vertical and Co-Head of Bain Capital's North America Private Equity businesses. Prior to joining Bain Capital, Mr. Humphrey was an investment banker in the mergers and acquisitions group at Lehman Brothers, a global financial firm, where he advised companies on mergers and acquisitions across a range of industries. Mr. Humphrey previously served as a member of the boards of directors of NortonLifeLock Inc. (formerly known as Symantec Corporation), a cybersecurity software and services company, from August 2016 until January 2021, Genpact Limited, an IT services company, from October 2012 to November 2019, and Bright Horizons Family Solutions Inc., a child-care services company, from May 2008 to June 2017. Mr. Humphrey currently also serves on the board of directors of several private companies.

Education

B.A. in Economics from Harvard College; M.B.A. from Harvard Business School.

Key skills and experience

Our Board believes that Mr. Humphrey is qualified to serve as a member of our Board because of his significant corporate finance and business expertise gained from his experience in the venture capital and IT industries, including his time spent serving on the boards of directors of various technology companies.



Rajiv Ramaswami

Age: 58

Director since: 2020

President and Chief Executive Officer

Board Committees:

- None

Other public boards during the past five years:

- NeoPhotonics Corporation (2014-2022)

Professional background

Mr. Ramaswami has served as our President and Chief Executive Officer since December 2020. A seasoned technology industry executive, Mr. Ramaswami has more than 30 years of experience spanning software, cloud services, and network infrastructure. He brings to our company a proven track record of building and scaling enterprises and teams, having a strong customer-centric approach, operational execution and developing innovative products and solutions to drive growth and value creation. Prior to joining Nutanix, Mr. Ramaswami served as Chief Operating Officer of Products and Cloud Services at VMware, Inc., a virtualization and cloud infrastructure solutions company, from October 2016 until December 2020. From April 2016 to October 2016, Mr. Ramaswami led VMware's Networking and Security business as Executive Vice President and General Manager. Mr. Ramaswami served as Executive Vice President and General Manager, Infrastructure and Networking at Broadcom, a semiconductor, enterprise software and security solutions company, from February 2010 to January 2016, where he established Broadcom as a leader in data center, enterprise, and carrier networking. Prior to Broadcom, he served in multiple General Manager roles at Cisco, a global networking hardware and software technology company, across switching, data center, storage and optical networking business units. Earlier in his career, he held various leadership positions at Nortel, Tellabs, and IBM. Mr. Ramaswami also served as a member of the board of directors of NeoPhotonics Corporation, a manufacturer of telecommunications circuits, from March 2014 to August 2022. Mr. Ramaswami is an Institute of Electrical and Electronics Engineers Fellow and holds 36 patents, primarily in optical networking.

Education

B.Tech. in Electrical Engineering and Computer Science from the Indian Institute of Technology, Madras; M.S. and Ph.D. in Electrical Engineering and Computer Science from the University of California, Berkeley.

Key skills and experience

Our Board believes that Mr. Ramaswami's extensive business experience and expertise in the technology industry, gained from his executive leadership roles at other technology companies, as well as the perspective and experience that Mr. Ramaswami brings as our President and Chief Executive Officer, uniquely qualify him to serve on our Board.



Gayle Sheppard

Age: 70

Director since: 2022

Independent

Board Committees:

- Audit
- Security and Privacy

Other public boards during the past five years:

- Envista Holdings Corporation (2020-2021)

Professional background

Ms. Sheppard previously served as Chief Executive Officer of Bright Machines, Inc., a software-defined factory automation company. Ms. Sheppard also previously served as Corporate Vice President and Chief Technology Officer for Microsoft Asia, a division of Microsoft Corporation, a multinational technology company, where she was responsible for establishing the vision, strategy and execution programs for customer and partner co-innovation and digital transformation. Prior to that, Ms. Sheppard served as the Head of Global Expansion and Digital Transformation for Microsoft Cloud and AI, where she was responsible for the vision, strategy, and long-range P&L for growing Microsoft's global Cloud Services and working with customers who are implementing multiyear digital innovation and modernization strategies and as the Corporate Vice President of Azure Data at Microsoft. Earlier in her career, she served as Vice President and General Manager of the Saffron AI/ML Division, Intel Corporation, a multinational technology company, and held various leadership positions at Saffron Technology, Inc., Katera Technologies, Inc., and J.D. Edwards, Inc. She has founded, created, or contributed to start-up and Fortune 100 companies focused on AI platforms, solutions in business and consumer markets, and digitization of business in a wide variety of industries. Ms. Sheppard has served as a member of the board of directors of Astroscale Holdings Inc., an orbital debris removal company, since July 2023. Ms. Sheppard also previously served as a member of the board of directors of Envista Holdings Corporation, a medical technology holding company, from July 2020 until November 2021.

Education

B.S. in Business Administration from University of South Florida.

Key skills and experience

Our Board believes that Ms. Sheppard is qualified to serve as a member of our Board based on her extensive global business experience and deep technology expertise, gained from her leadership in driving global market expansion and advancing enterprise data and AI services.

Director Compensation

Non-Employee Director Compensation Policy

Members of our Board who are not employees or officers of our company, also referred herein as our non-employee directors, receive compensation for their service.

The Compensation Committee reviews the total compensation of our non-employee directors and each element of our outside director compensation policy annually. At the direction of the Compensation Committee, Compensia, Inc. ("Compensia"), a nationally recognized compensation consulting firm, annually analyzes the competitive position of our outside director compensation policy against the peer group used for executive compensation purposes. For a more detailed description of the role of Compensia, the Compensation Committee's independent compensation consultant, please refer to the section titled "[Executive Compensation – Compensation Discussion and Analysis – Compensation-Setting Process – Role of Compensation Consultant.](#)" Under our amended and restated outside director compensation policy, each non-employee director is entitled to receive (i) an annual restricted stock unit ("RSU") award on the date of each annual meeting of stockholders with a total dollar value of \$250,000 for the director's service as a board member (pro-rated for directors who first become a non-employee director other than at an annual meeting) that will vest on the earlier to occur of the day prior to the next occurring annual meeting or the one-year anniversary of the date of grant, subject to continued service, and (ii) annual cash retainers, payable quarterly in arrears, for the director's service as follows:

Annual RSU Award			
Board Member		\$250,000	
Annual Cash Retainer			
Board Member		\$ 50,000	
Additional Annual Cash Retainers			
Board Chair		\$107,500	
Lead Independent Director		\$ 47,500	
Additional Annual Cash Retainers for Committee Service		Chair	Member
Audit Committee		\$30,000	\$ 12,500
Compensation Committee		\$20,000	\$ 10,000
Nominating and Corporate Governance Committee		\$15,000	\$ 7,500
Security and Privacy Committee		\$15,000	\$ 7,500

Non-employee directors receive no other form of remuneration, perquisites or benefits, but are reimbursed for their reasonable travel expenses incurred in attending board and committee meetings.

Our 2016 Equity Incentive Plan provides that, in any fiscal year, none of our non-employee directors may be granted cash-settled awards with a grant date fair value of more than \$750,000 (or, in connection with a director's initial service, \$1.5 million) or stock-settled awards with a grant date fair value of more than \$750,000 (or, in connection with a director's initial service, \$1.5 million).

Fiscal Year 2024 Director Compensation Table

The following table provides information for all compensation awarded to, earned by or paid to each person who served as a non-employee director for all, or a portion of the fiscal year ended July 31, 2024, or a portion thereof. Mr. Ramaswami, our President and CEO, did not receive compensation for his service as a director. The compensation received by Mr. Ramaswami as an employee is shown in “[Executive Compensation – Executive Compensation Tables – Fiscal Year 2024 Summary Compensation Table.](#)”

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾ (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Craig Conway	67,685	280,170	—	—	—	—	347,855
Max de Groen	82,726	280,170	—	—	—	—	362,896
Virginia Gambale	185,507	280,170	—	—	—	—	465,677
Steven J. Gomo	87,740	280,170	—	—	—	—	367,910
David Humphrey	65,178	280,170	—	—	—	—	345,348
Gayle Sheppard	69,295	280,170	—	—	—	—	349,465
Brian Stevens	75,205	280,170	—	—	—	—	355,375
Mark Templeton	49,705	280,170	—	—	—	—	329,875

(1) The amounts reported in this column represent the aggregate grant date fair value of the RSUs granted, as computed in accordance with Financial Accounting Standards Board, Accounting Standards Codification Topic 718, Compensation - Stock Compensation (“ASC Topic 718”). The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended July 31, 2024 filed with the SEC on September 19, 2024. These amounts do not necessarily reflect the actual economic value that may ultimately be realized by the director.

Outstanding Director Equity Awards at Fiscal Year 2024 Year-End Table

Our non-employee directors held the following outstanding option and RSU awards as of July 31, 2024. The table excludes Mr. Ramaswami, whose outstanding awards are reflected in the section titled “[Executive Compensation – Executive Compensation Tables – Outstanding Equity Awards at Fiscal Year 2024 Year-End Table.](#)”

Name	# of Outstanding Options (in shares)	# of Outstanding RSUs (in shares)
Craig Conway	—	6,088
Max de Groen	—	6,088
Virginia Gambale	—	6,088
Steven J. Gomo	—	6,088
David Humphrey	—	6,088
Gayle Sheppard	—	6,088
Brian Stevens	—	6,088
Mark Templeton	—	6,088

Director Stock Ownership Guidelines

Under our stock ownership guidelines for non-employee directors, each non-employee director is expected to acquire and hold a minimum stock ownership position with an aggregate value equal to at least five times the value of his or her then-current annual cash retainer for service on our Board (not including any additional cash retainers for serving as Chair of the Board, lead independent director or a member or chair of any Board committee). Each current non-employee director is expected to achieve the applicable level of ownership by the fourth annual meeting of stockholders following the date on which he or she joined our Board. Any new non-employee director will be expected to achieve the applicable level of ownership by the fifth anniversary of the date on which he or she joins our Board.

Certain Relationships and Related Party Transactions

Policies and Procedures for Related Party Transactions

We have a formal written policy providing that our executive officers, directors, nominees for election as directors, beneficial owners of more than 5% of any class of our common stock and any member of the immediate family of any of the foregoing persons, is not permitted to enter into a related party transaction with us without the consent of the Audit Committee, subject to the exceptions described below.

In approving or rejecting any such proposal, the Audit Committee is to consider the relevant facts and circumstances available and deemed relevant to the Audit Committee, including, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, and the extent of the related party's interest in the transaction. The Audit Committee has determined that certain transactions will not require audit committee approval, including certain employment arrangements of executive officers, director compensation, transactions with another company at which a related party's only relationship is as a non-executive employee, director or beneficial owner of less than 10% of that company's shares and the aggregate amount involved does not exceed the greater of \$200,000 or 2% of the recipient's consolidated gross revenues in any fiscal year, transactions where a related party's interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, and transactions available to all employees generally.

Related Party Transactions

Except for the executive officer and director compensation arrangements discussed in the sections titled "[Corporate Governance – Director Compensation](#)" and "[Executive Compensation](#)," and the matters discussed in the section "[Corporate Governance—Nominations Process and Director Qualifications—Bain Board Nomination Rights](#)," there has not been since August 1, 2023, nor is there currently proposed any transaction in which:

- we have been or are to be a participant;
- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for election as directors, executive officers or beneficial holders of more than 5% of any class of our capital stock, or entities affiliated with them, or any immediate family members of or person sharing the household with any of these individuals, had or will have a direct or indirect material interest.

Audit Committee Matters

Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm

 Our Board Recommends a **VOTE FOR** this Proposal 2.

The Audit Committee has re-appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2025, and has further directed that management submit this selection for ratification by our stockholders at the Annual Meeting. Although ratification by our stockholders is not required by law, we have determined that it is good practice to request ratification of this selection by our stockholders. In the event that Deloitte & Touche LLP is not ratified by our stockholders, the Audit Committee will review its future selection of Deloitte & Touche LLP as our independent registered public accounting firm.

Deloitte & Touche LLP audited our financial statements for the fiscal years ended July 31, 2022, 2023 and 2024. Representatives of Deloitte & Touche LLP are expected to be present during the Annual Meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement.

Our Board is submitting this selection as a matter of good corporate governance and because we value our stockholders' views on our independent registered public accounting firm. Neither our Amended and Restated Bylaws nor other governing documents or law require stockholder ratification of the selection of our independent registered public accounting firm. If the stockholders fail to ratify this selection, our Board will reconsider whether or not to retain that firm. Even if the selection is ratified, our Board may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of our company and our stockholders. Our Board unanimously recommends a vote **FOR** the approval of the ratification of our auditors.

Vote Required

An affirmative vote from holders of a majority in voting power of the shares present at the Annual Meeting or represented by proxy and entitled to vote on the proposal will be required to ratify the selection of Deloitte & Touche LLP. Abstentions will have the effect of a vote **AGAINST** the proposal and broker non-votes will have no effect.

Principal Accountant Fees and Services

The following table provides the aggregate fees for services provided by Deloitte & Touche LLP for the fiscal years ended July 31, 2023 and 2024.

	Fiscal Year Ended July 31,	
	2023 (\$)	2024 (\$)
Audit fees ⁽¹⁾	5,008,855	4,067,700
Audit-related fees ⁽²⁾	—	—
Tax fees ⁽³⁾	731,810	759,821
TOTAL FEES	5,740,665	4,827,521

(1) Consists of fees billed for professional services rendered in connection with the audit of our consolidated financial statements, including audited financial statements presented in our Annual Report on Form 10-K, review of the interim consolidated financial statements included in our quarterly reports, services normally provided in connection with regulatory filings and, for the fiscal year ended July 31, 2023, also includes fees incurred in connection with the Audit Committee's previously completed investigation.

(2) Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit fees."

(3) Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance.

Pre-Approval Policies and Procedures

Consistent with the requirements of the SEC and the Public Company Accounting Oversight Board, regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation, retaining and overseeing the work of our independent registered public accounting firm. In recognition of this responsibility, the Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm, Deloitte & Touche LLP. The policy generally pre-approves specified services in the defined categories of audit services, audit-related services and tax services up to specified amounts. Pre-approval may also be given as part of the Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual, explicit, case-by-case basis before the independent auditor is engaged to provide each service.

All of the services provided by Deloitte & Touche LLP for the fiscal years ended July 31, 2023 and 2024 described above were pre-approved by the Audit Committee. The Audit Committee has determined that the rendering of services other than audit services by Deloitte & Touche LLP is compatible with maintaining the principal accountant's independence.

Report of the Audit Committee

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended July 31, 2024 with the management of Nutanix. The Audit Committee has discussed with Nutanix's independent registered public accounting firm, Deloitte & Touche LLP, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC. The Audit Committee has also received the written disclosures and the letter from its independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the audit committee concerning independence and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the Audit Committee has recommended to our Board that the audited financial statements be included in Nutanix's Annual Report on Form 10-K for the fiscal year ended July 31, 2024.

The Audit Committee

Steven J. Gomo (Chair)
Max de Groen
Virginia Gambale
Gayle Sheppard

The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing by Nutanix under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Executive Officers

The following is biographical information for our current executive officers as of the date of this proxy statement:

Name	Age	Position/Office
Rajiv Ramaswami	58	President and Chief Executive Officer
Rukmini Sivaraman	43	Chief Financial Officer
David Sangster	60	Chief Operating Officer
Brian Martin	62	Chief Legal Officer

On August 30, 2024, Mr. Sangster notified the Company of his decision to retire as Chief Operating Officer, effective October 31, 2024.

Our Board chooses our executive officers, who then serve at our Board's discretion. There are no family relationships among any of our directors or executive officers.

For biographical information regarding Mr. Ramaswami, please refer to the section above titled "[Proposal 1 – Election of Directors](#)."

Rukmini Sivaraman has served as our Chief Financial Officer since May 2022. Ms. Sivaraman previously served as our Senior Vice President, FP&A and Strategic Finance from January 2022 to May 2022. Prior to that, she served in various roles at our company, including as Senior Vice President of Strategic Finance, Chief People Officer and Senior Vice President of People and Business Operations. Prior to joining us, Ms. Sivaraman served as an investment banker at Goldman Sachs from June 2009 to March 2017. Ms. Sivaraman holds an M.B.A. from the Kellogg School of Management at Northwestern University and an M.S. in Electrical Engineering from the University of Michigan at Ann Arbor.

David Sangster has served as our Chief Operating Officer since March 2019 and was our Executive Vice President, Engineering & Operations from February 2018 to March 2019, our Executive Vice President, Support & Operations from February 2016 to February 2018, our Senior Vice President, Operations from April 2014 to February 2016, and Vice President, Operations from December 2011 to April 2014. Prior to joining us, Mr. Sangster served as Vice President, Manufacturing Technology at EMC Corporation, an IT storage hardware solutions company, from July 2009 to December 2011. Mr. Sangster holds a B.S. in Mechanical Engineering from Massachusetts Institute of Technology, an M.S. in Manufacturing Systems Engineering from Stanford University, and an M.B.A. in Operations and Marketing from Santa Clara University.

Brian Martin has served as our Chief Legal Officer since June 2024. Prior to joining us, he served as Executive Vice President and General Counsel at Lyten, Inc., a supermaterial applications company, from July 2021 to May 2024. Prior to that, he served as Senior Vice President, General Counsel, and Secretary at Juniper Networks, Inc., a networking company, from October 2015 to July 2021. He also served as General Counsel of KLA Corporation (formerly known as KLA-Tencor Corporation), an equipment and services company for the electronics industry, from 2007 to September 2015 and spent ten years in senior legal positions at Sun Microsystems, Inc., a network computing infrastructure solutions company. Mr. Martin holds a B.S. in Economics from the University of Rochester and a J.D. from the State University of New York at Buffalo Law School.

Executive Compensation

Letter From the Chair of the Compensation Committee

Dear Fellow Stockholders:

As Chair of the Compensation Committee (the “Committee”), I lead the Committee in its oversight of the design of pay programs that attract, retain, and drive our leadership team to maintain and grow our position as a global leader in cloud software. I want to share some insights into the circumstances that drove the Committee’s decision to grant a supplemental long-term performance-based equity award to Rajiv Ramaswami, our President and CEO, during fiscal year 2024.

Against the backdrop of the highly competitive market for CEO talent, the Committee became aware that Rajiv had been approached regarding a potential competitive opportunity outside Nutanix. In these extraordinary circumstances, the Committee determined that a long-term performance-based equity award would address the immediate retention concerns and provide a strong performance incentive for Rajiv to continue driving long-term value for stockholders. In consultation with our independent compensation consultant, external counsel and the Chair of the Board, the Committee evaluated all available options to retain Rajiv and provide him long-term performance motivation as CEO. The Committee’s decision in making this award was grounded in the following:

Rajiv is a proven, strategic leader. He has been the key architect of our company’s transformation. Under Rajiv’s leadership, Nutanix has:

- achieved profitable growth while nearly doubling its stock price from his start date through fiscal year 2024;
- evolved into a hybrid multicloud leader and transitioned to a subscription-based business model;
- cultivated key strategic partnerships with leading technology companies; and
- launched Nutanix Cloud Clusters on Microsoft Azure, GPT-in-a-Box, and new cloud-native offerings.

Rajiv is instrumental to Nutanix’s next stage of growth, including capitalizing on recent industry disruption and progressing toward the goal of becoming the leading platform for running applications and managing data, anywhere. Rajiv has already continued to drive achievements since the award was granted, with Nutanix having:

- delivered record revenue of over \$2.1 billion in FY 2024 (a 15% CAGR since FY 2020);
- delivered record free cash flow of \$598 million in FY 2024, almost 3x higher than FY 2023;
- achieved its first full year of positive GAAP operating profit in FY 2024;
- achieved a Rule of 40 score of 43 in FY 2024;
- forged a new partnership with NVIDIA and an expanded partnership with Dell;
- launched a new AI partner program; and
- launched Nutanix Kubernetes Platform.

The award is 100% performance-based, with each of the measures (stock price, ARR, and free cash flow) tied to our strategic objectives and requiring rigorous performance for the respective portions of the award to be earned.

- The payout opportunity is balanced to focus Rajiv on strategic execution and sustained value creation by incentivizing both operational goals (50% annual recurring revenue (“ARR”) and free cash flow (“FCF”)) as well as absolute returns to stockholders (50% stock price hurdles) during a performance period that ends on July 31, 2027.
- The performance required to achieve any payout associated with each operational goal is the high end of the fiscal year 2027 year-end targets provided at our September 2023 Investor Day. The stock price hurdles represent annualized growth ranging from 13% to 21% over the performance period and an approximate doubling of our market capitalization over the same period to achieve a maximum payout, and payout cannot exceed target unless our total shareholder return for the approximate 3.5 year performance period ending July 31, 2027 is at least at the median of the total shareholder return of the Nasdaq Composite Index.
- Vesting is subject to Rajiv’s continued service as our CEO through September 15, 2027.

The Committee's objective was to balance the incentive to Rajiv against the long-term-value we want to create for stockholders.

- Supplemental awards are not a regular part of our executive compensation program, and absent extraordinary circumstances, the Committee will not use them going forward.
- The \$30 million target award value represents the minimum value that the Committee believed was necessary to secure Rajiv's continued service.
- The award demonstrates the Committee's confidence in Rajiv and his ability to execute against long-range financial goals and drive stockholder value.

We also transitioned the leadership of our legal operations during 2024. In February 2024, our former Chief Legal Officer, Tyler Wall, notified us of his decision to retire. To provide adequate time to identify a well-qualified successor and ensure an orderly transition of the day-to-day duties of Chief Legal Officer, the Committee approved a transition agreement to extend Tyler's employment through June 2024. In exchange for his transition service, he received a payment of \$1.35 million in addition to post-departure COBRA payments for 12 months. The payment amount considered that, upon retirement, Tyler forfeited his unvested equity awards and was ineligible to receive an annual cash incentive award for fiscal year 2024.

We have held several engagements with stockholders in recent months covering a range of topics. I am encouraged by the level of support we continue to see for the Nutanix leadership team and the foundation of our executive compensation program. We always appreciate stockholder feedback and look forward to continuing our meaningful dialogue with you.

On behalf of the Committee, I respectfully request your support for this year's say-on-pay proposal (Proposal 3).



Max de Groen

Compensation Committee Chair

Proposal 3: Advisory Vote to Approve the Compensation of Our Named Executive Officers

 Our Board Recommends a **VOTE FOR** this Proposal 3.

Section 14A of the Exchange Act enables our stockholders to vote whether to approve, on an advisory and non-binding basis, the compensation of our named executive officers (“NEOs”). This vote, commonly known as a “say-on-pay” vote, gives our stockholders the opportunity to express their views on our NEOs’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific NEO, but rather the overall compensation of all our NEOs and the philosophy, policies and practices described in this proxy statement.

The say-on-pay vote is advisory, and therefore not binding on us. The say-on-pay vote will, however, provide information to us regarding stockholder sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board and the Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the NEO compensation as disclosed in this proxy statement, we will communicate directly with stockholders to better understand the concerns that influenced the vote, consider these concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information provided in the “[Executive Compensation](#)” section of this proxy statement, and in particular the information discussed in “[Executive Compensation – Compensation Discussion and Analysis](#),” demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. Accordingly, our Board unanimously recommends that our stockholders vote **FOR** the following resolution at the Annual Meeting:

RESOLVED, that the stockholders approve, on a non-binding advisory basis, the compensation paid to our named executive officers as disclosed in the proxy statement for the Annual Meeting pursuant to the compensation disclosure rules of the SEC, including in the Compensation Discussion and Analysis, the compensation tables and the narrative discussions that accompany the compensation tables.

Vote Required

The non-binding advisory vote on NEO compensation requires the affirmative vote of a majority of the voting power of the shares present at the Annual Meeting or represented by proxy and entitled to vote on the proposal. Abstentions will have the effect of a vote **AGAINST** the proposal and broker non-votes will have no effect.

Compensation Discussion and Analysis

The compensation provided to our named executive officers for fiscal year 2024 is set forth in detail in the “[Fiscal Year 2024 Summary Compensation Table](#)” and the other tables that follow this Compensation Discussion and Analysis. The following discussion provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program, and each component of compensation that we provide to our NEOs. In addition, we explain how and why the Compensation Committee arrived at the specific compensation policies and decisions for our NEOs. The following are our NEOs for fiscal year 2024:

- Rajiv Ramaswami, our President and CEO;
- Rukmini Sivaraman, our Chief Financial Officer;
- David M. Sangster, our Chief Operating Officer;
- Brian Martin, our Chief Legal Officer; and
- Tyler Wall, our former Chief Legal Officer.

Mr. Martin succeeded Mr. Wall as our Chief Legal Officer in June 2024. In August 2024, Mr. Sangster notified us of his decision to retire as our Chief Operating Officer effective October 31, 2024.

Fiscal Year 2024 Financial and Performance Highlights

\$1.91 billion
Annual Recurring Revenue⁽¹⁾

▲ **22%** increase compared to the end of FY 2023

\$597.7 million
Free Cash Flow⁽²⁾

▲ **\$390.7 million** increase compared to FY 2023

43
"Rule of 40" Score

▲ Revenue growth of 15% plus free cash flow margin of 28%

(1) See [Appendix A](#) for details on how we define ARR, why we monitor this performance measure, and limitations on its use. There is no measure under accounting principles generally accepted in the United States ("GAAP") that is comparable to ARR, so we have not reconciled the ARR data included herein to any GAAP measure.

(2) Free cash flow is a non-GAAP financial measure. See [Appendix A](#) for details on how we define free cash flow, why we monitor this measure, and limitations on its use as well as a reconciliation of free cash flow to net cash provided by operating activities, which is the GAAP measure most comparable to free cash flow.

Our overall revenue for fiscal year 2024 was \$2.15 billion, exceeding the \$2 billion level for the first time and representing 15% year-over-year growth. Our ARR, which we view as the best measure of our recurring subscription business, increased to \$1.91 billion as of the end of fiscal year 2024, representing 22% year-over-year growth. Our free cash flow grew to \$598 million, an increase of 189% compared to the prior year and resulting in a free cash flow margin of 28%. Our Rule of 40 score, which we define as revenue growth rate plus free cash flow margin, was 43. We also delivered our first full year of GAAP operating income of \$8 million in fiscal year 2024, an important financial milestone.

Beyond these financial accomplishments, in fiscal year 2024 we also made notable progress on partnerships, signing new or enhanced agreements with Cisco, NVIDIA and Dell, and delivered important innovations on Nutanix Cloud Platform towards our goal of becoming the leading platform for running applications and managing data, anywhere.

Fiscal Year 2024 Compensation Highlights

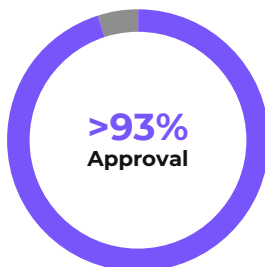
The Compensation Committee, in conjunction with the full Board, has continually strived to make compensation decisions that would be in the best interest of our company, our stockholders, and our employees. Some fiscal year 2024 highlights include:

- **Annual Incentive Results** – Our NEOs earned 70% of their respective target annual incentive opportunities. Despite 22% year-over-year ARR growth, we did not meet the threshold level of performance based on the aggressive internal ARR goals we established at the beginning of the fiscal year. We effectively managed our operating expenses despite not reaching our internal ARR threshold goal.
- **Performance-Based Long-Term Incentive Results** – The results of our performance-based long-term incentive awards reflect the strength in our stock price and the returns we have delivered to stockholders. As of fiscal year-end, our total shareholder return ("TSR") for each of our outstanding performance cycles was tracking above the 75th percentile of companies in the Nasdaq Composite Index. Our fiscal year 2022 awards paid out at maximum based on our relative performance from August 1, 2021 through July 31, 2024.
- **CEO Supplemental Long-Term Performance-Based Equity Award** – In January 2024, the Compensation Committee determined that a supplemental long-term performance-based equity award was necessary to retain Mr. Ramaswami, who is a highly sought-after, recognized industry leader. This award, which is described in more detail later in this section, aligns compensation opportunities with the interests of our stockholders. We believe the award will enable continued execution of our long-term strategic plan and delivery of long-term value for our stockholders.

Stockholder Engagement and Say-on-Pay Results

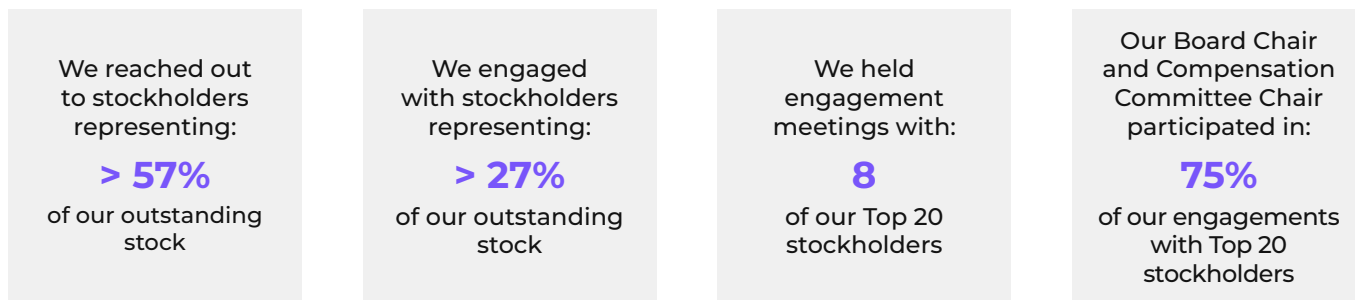
At the Annual Meeting, we will conduct a non-binding, advisory vote on the compensation of our NEOs, also known as a “say-on-pay vote,” as described in Proposal 3 of this proxy statement. In addition, Proposal 4 proposes a continuation of our practice of holding a say-on-pay vote every year to seek stockholder approval, on a non-binding, advisory basis, of the compensation of our NEOs every year.

Say-on-Pay Vote Results at 2023 Annual Meeting of Stockholders



The Compensation Committee considers the results of the say-on-pay vote and stockholder feedback on our executive compensation program as part of its annual review of executive compensation. Our stockholders showed strong support of our executive compensation program at our 2023 annual meeting of stockholders. The Compensation Committee will continue to consider the results of the annual say-on-pay vote and stockholder feedback as data points in making executive compensation decisions.

Following our 2023 annual meeting of stockholders, we reached out to stockholders as illustrated in the graphic below.



Our engagement centered on the supplemental long-term performance-based equity award granted to Mr. Ramaswami in January 2024, the design of our executive compensation program, and our governance practices. Many of these engagements included director participation and several engagements included both the Chair of the Board and the Chair of the Compensation Committee. Given the extraordinary circumstances surrounding the supplemental long-term performance-based equity award, our stockholders valued the opportunity to better understand the award context, committee process and decision-making, and the performance aligned structure of the award.

In light of the supplemental long-term performance-based equity award to Mr. Ramaswami, the Chair of the Compensation Committee participated in six of our engagements to best explain the context and structure of the award and the Compensation Committee's decision-making process.

Several of the key topics covered in our discussions with stockholders - including our perspectives - are highlighted below.

Discussion Topic	Nutanix Perspective
CEO performance	<ul style="list-style-type: none"> We are pleased that stockholders are supportive of our company’s progress, long-term strategy, and believe Mr. Ramaswami is the right long-term leader for Nutanix. We remain focused on enhancing the value proposition of Nutanix Cloud Platform and driving sustainable, profitable growth. See “Letter from the Chair of the Compensation Committee” above for additional detail.
Rationale for supplemental long-term performance-based equity award and stockholder policies	<ul style="list-style-type: none"> The Compensation Committee appreciates many stockholders’ skepticism of supplemental, off-cycle equity awards and engaged extensively to provide stockholders with an understanding of the extraordinary circumstances that necessitated the award. Further, the Committee discussed with stockholders its efforts to develop an award structure that addressed these unique circumstances while furthering alignment of Mr. Ramaswami’s pay opportunities with long-term value creation for stockholders. Mr. Ramaswami’s performance has been a key driver of our business evolution as well as our operational and financial success. Against the backdrop of his success and the highly competitive market for CEO talent, the Compensation Committee became aware that Mr. Ramaswami had been approached regarding a potential competitive opportunity outside Nutanix. In these extraordinary circumstances, the Compensation Committee determined, after a series of meetings in consultation with its external advisors, that a supplemental long-term performance-based equity award was necessary to address the immediate retention concerns and provide a strong incentive for Mr. Ramaswami to continue to drive significant long-term value for stockholders. The award is 100% performance-based and aligns with, but does not replace, our overall pay-for-performance driven compensation plan. The award reflects the minimum value that the Compensation Committee believed was necessary to secure Mr. Ramaswami’s continued service.
Use of relative and absolute performance targets	<ul style="list-style-type: none"> The Compensation Committee believes that both absolute and relative performance objectives can serve a purpose in aligning executives with the stockholder experience. The supplemental long-term performance-based equity award balances stockholders’ interests and long-term, sustained performance with our company’s retention objectives. The stock price performance-based restricted stock units (“RSUs”) include challenging absolute stock price hurdles and a relative component that limits the payout if our company’s performance ranks at less than the 50th percentile of companies in the Nasdaq Composite Index. The operational RSUs align Mr. Ramaswami’s opportunity with the metrics most indicative of the successful execution of our business strategy. Refer to the “Fiscal Year 2024 CEO Supplemental Long-Term Performance-Based Equity Award” section below for more detail on performance metrics, targets and weighting.
The use of “one-time” or supplemental equity awards	<ul style="list-style-type: none"> The supplemental long-term performance-based equity award to Mr. Ramaswami is not a reflection of a gap in compensation program design; rather, it is a reflection of the highly competitive market for CEO talent and our desire to retain Mr. Ramaswami’s leadership over the long term. We have not historically used supplemental equity awards and will not use them going forward absent extraordinary circumstances.
Disclosure of operational performance goals	<ul style="list-style-type: none"> We appreciate that some stockholders expressed a preference for disclosure of operational goals in both the annual incentive plan and the supplemental award. While the specific targets are not disclosed for competitive reasons, the performance levels required to achieve a payout for each metric are anchored to the high-end of our long-range targets provided at our September 2023 Investor Day. Accordingly, meaningful outperformance relative to those plans is required. We will continue to engage with stockholders on this topic and solicit feedback to inform future disclosure.

Executive Compensation Practices

We strive to maintain sound governance standards consistent with our executive compensation policies and practices. The Compensation Committee evaluates our executive compensation program on a regular basis to ensure consistency with our short-term and long-term goals, given the dynamic nature of our business and the market in which we compete for executive talent. The following policies and practices were in effect during fiscal year 2024:

What We Do

- ✔ Emphasize performance-based compensation with a balance between short-term and long-term incentives
- ✔ Maintain a 100% independent Compensation Committee
- ✔ Engage an independent compensation consultant to advise the Compensation Committee
- ✔ Review (at least annually) executive compensation strategy, potential risks, and compensation practices/levels of our selected compensation peer companies
- ✔ Align our compensation program with the interests of our stockholders through a focus on equity-based awards for executives and directors
- ✔ Emphasize PRSU awards over a multi-year performance period as a key component of our executive officers' compensation
- ✔ Place our executive officers in the same broad-based company health and welfare benefits programs as other full-time salaried employees
- ✔ Maintain robust stock ownership guidelines for our executive officers and non-employee directors
- ✔ Maintain a compensation recovery policy that complies with SEC rules and Nasdaq listing requirements
- ✔ Include caps on performance-based annual incentive and long-term equity incentive payouts for NEOs
- ✔ Hold an annual advisory say-on-pay vote on NEO compensation

What We Don't Do

- ✘ No retirement or pension-type plans other than the standard 401(k) plan offered to all employees
- ✘ No perquisites or personal benefits, other than standard benefits typically received by other employees
- ✘ No tax gross-ups for change of control payments and benefits
- ✘ No short sales, hedging, or pledging of stock ownership positions and transactions involving derivatives of our stock
- ✘ No strict benchmarking of compensation to a specific percentile of our compensation peer group
- ✘ No "single-trigger" payments or equity acceleration upon a change of control
- ✘ No guaranteed salary increases, annual incentive awards, or long-term incentive awards
- ✘ No excessive risk taking promoted by our incentive plan designs

Executive Compensation Philosophy and Objectives

Our goal is to become the leading platform for running applications and managing data, anywhere, and our compensation philosophy is aligned with that goal. Our executive compensation program is designed to attract, motivate, and retain highly qualified executive officers who drive our success and to align their interests with the long-term interests of our stockholders. This section provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program and its primary features.

Our executive compensation program is designed to achieve this goal through four key objectives:

Objective	Influence on Compensation Programs
Attracting and Retaining Talent in a Highly Competitive Industry	<ul style="list-style-type: none"> • We operate in a highly competitive business environment characterized by a rapidly changing market and frequent technological advances, and we expect competition among companies in our market to continue to increase. • We actively compete with many other companies in seeking to attract and retain skilled executive leaders who have successfully and rapidly scaled and managed multi-billion-dollar software businesses. • We have responded to intense competition for talent in our industry by implementing competitive compensation policies and practices designed to attract and motivate our executive officers to pursue our corporate objectives while also promoting their retention and incentivizing them to drive long-term stockholder value.
Incentivizing Growth Against Strategic Objectives and Expanding Market Share	<ul style="list-style-type: none"> • We have structured our executive compensation program to align with our strategy by adopting a mix of short-term and long-term incentives, which we believe will motivate our executives to execute against our short-term and long-term goals.
Alignment of Compensation with Stockholder Value	<ul style="list-style-type: none"> • Our executive compensation program combines short-term and long-term components, including base salary, annual incentives, and long-term equity-based awards. • We firmly believe our executive officers should share in the ownership of our company. Therefore, equity compensation represents the substantial majority of our executive compensation packages, which we believe best aligns the interests of our executives with those of our stockholders. • In fiscal year 2024, we implemented stock ownership guidelines that cover each of our NEOs to further align the interests of our executives with stockholders.
Managing the Business Through an Ever-Changing Operating Landscape	<ul style="list-style-type: none"> • In the past several years, we experienced a high level of growth while also transitioning to a subscription-based business model. Our current growth strategy includes landing new end customers, expanding sales to existing end customers, driving renewals and retention in existing end customers, building on our hybrid multicloud vision, deepening engagement with our partners, and driving profitable growth. • To successfully execute on our strategy in this dynamic environment, we need to recruit, incentivize, and retain talented and seasoned leaders who can execute at the highest level and deliver stockholder value. • The Compensation Committee regularly reviews and adjusts our executive compensation program to align with the maturity, size, scale, growth, and aspirations of our business. Due to the dynamic nature of our industry and our business, we expect to continue to adjust our approach to executive compensation to respond to our needs and market conditions as they evolve.

Components of our Executive Compensation Program

Below are the primary components of our executive compensation program, how each is determined, and the reasons why each is used:

Component	Type	Duration	Factors Used to Determine	Rationale
Base Salary	Cash	Ongoing	<ul style="list-style-type: none"> Peer group data (no specific benchmark percentile or formula) Role Scope Experience Performance Internal Equity 	<ul style="list-style-type: none"> Provides a market competitive rate of pay aligned to role responsibilities
Annual Incentive	Cash	1 Year	<ul style="list-style-type: none"> Target opportunities aligned to role, experience, performance, and peer group Payouts aligned to business and individual performance 	<ul style="list-style-type: none"> Promotes the achievement of annual individual and business objectives tied to achieving our long-term priorities
Long-Term Incentive	Equity	3+ Years	<ul style="list-style-type: none"> Target awards aligned to market and influenced by contributions to business results and potential impact on future results Value realized driven by share price and our performance relative to Nasdaq Composite companies 	<ul style="list-style-type: none"> Promotes the achievement of our long-term strategic goals that drive our share price and create stockholder value Retention

We provide our executive officers with comprehensive employee benefit programs, such as medical, dental, and vision insurance, a 401(k) plan, life and disability insurance, flexible spending accounts, an employee stock purchase plan, and other plans and programs generally made available to other full-time salaried employees. Our named executive officers are also provided severance and change of control-related protections generally limited to senior-level executives.

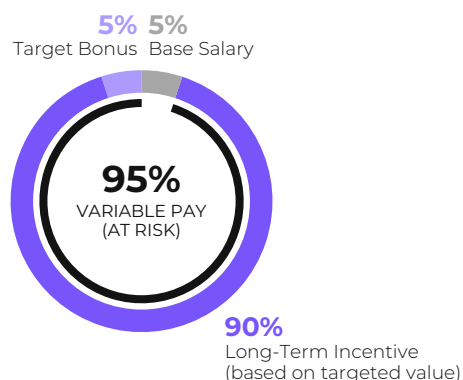
We believe these components provide a compensation package that attracts and retains qualified individuals, links individual compensation opportunities to both individual and company performance, focuses the efforts of executive officers on the achievement of both our short-term and long-term objectives and aligns the interests of our executive officers with those of our stockholders. Further, our executive compensation program encourages a long-term focus by placing a heavy emphasis on equity awards, the value of which depends on our stock price performance and our ability to execute against our long-term objectives.

The specific decisions approved for our NEOs during fiscal year 2024, including short-term and long-term incentive design and performance, are discussed in detail below.

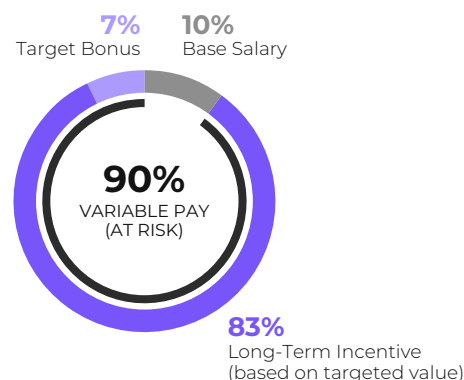
Fiscal Year 2024 Compensation Mix

The mix of target total direct compensation for Mr. Ramaswami (excluding his supplemental long-term performance-based equity award) and our other NEOs for fiscal year 2024 was as follows:

Fiscal Year 2024 Pay Mix – CEO



Fiscal Year 2024 Pay Mix – Other NEOs⁽¹⁾



(1) Data excludes Mr. Wall, who retired in June 2024, and includes full-year target compensation for Mr. Martin (annual incentive at target plus the value of his new hire equity award), who joined Nutanix as our Chief Legal Officer in June 2024.

Fiscal Year 2024 Base Salaries

In August 2023, as part of its review of our executive compensation program, the Compensation Committee set annual base salaries for our NEOs for fiscal year 2024, effective as of August 1, 2023. Based on its review, the Compensation Committee did not change the annual base salaries for Messrs. Ramaswami, Sangster, and Wall. Ms. Sivaraman's annual base salary was increased from \$450,000 to \$475,000 to reflect her performance in her role; this increase aligned with the relevant market data for comparable positions among peer group companies.

Named Executive Officer	Fiscal Year 2024 Base Salary ⁽¹⁾ (\$)	Change From Fiscal Year 2023
Rajiv Ramaswami	800,000	0%
Rukmini Sivaraman	475,000	5.6%
David Sangster	475,000	0%
Brian Martin ⁽²⁾	475,000	N/A
Tyler Wall ⁽³⁾	475,000	0%

(1) As of July 31, 2024.

(2) Mr. Martin joined Nutanix in June 2024 and earned a total of \$54,808 in salary during fiscal year 2024.

(3) Mr. Wall retired from Nutanix in June 2024.

Fiscal Year 2024 Target Annual Incentive Opportunities

The target annual incentive opportunities for our NEOs during fiscal year 2024 were as follows:

Named Executive Officer	FY2024 Annual Incentive Target (\$)	Annual Incentive Target (as % of Base Salary)	Change From Fiscal Year 2023
Rajiv Ramaswami	800,000	100%	0%
Rukmini Sivaraman	356,250	75%	5.6%
David Sangster	356,250	75%	0%
Brian Martin ⁽¹⁾	41,106	75%	N/A
Tyler Wall ⁽²⁾	356,250	75%	0%

(1) Mr. Martin's incentive target was established upon his hire and prorated based on his June 2024 start date.

(2) Mr. Wall retired from Nutanix in June 2024.

Fiscal Year 2024 Executive Incentive Compensation Plan

Based on a review of market practices and in consultation with both management and its independent consultant, the Compensation Committee did not make any changes to our fiscal year 2024 Executive Incentive Compensation Plan metrics and weightings:

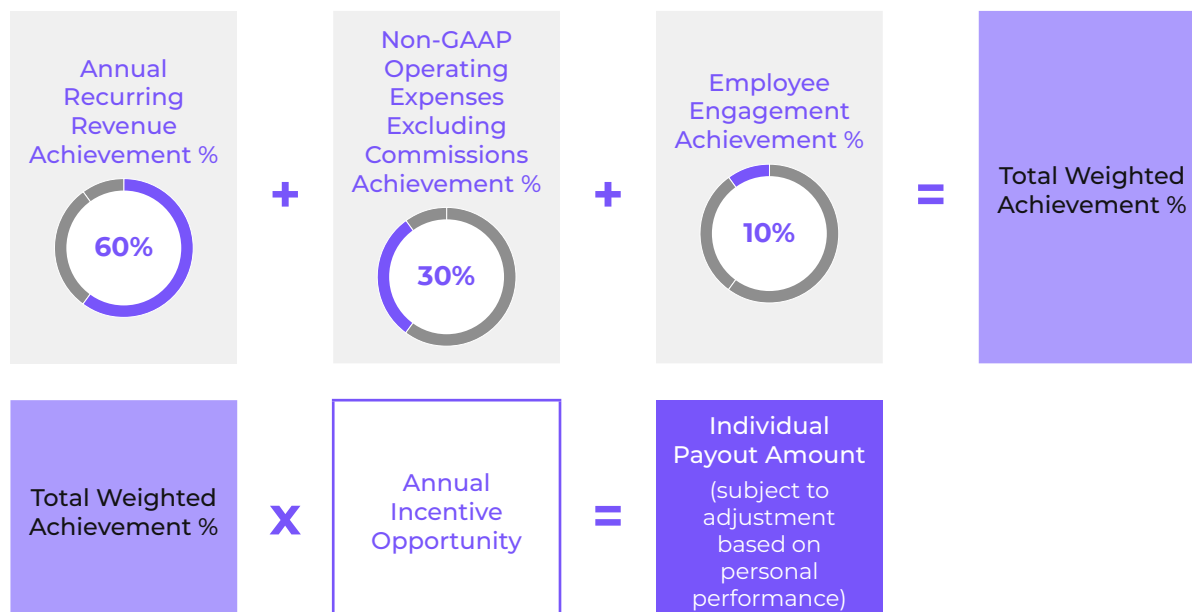
In the first fiscal quarter of 2024, the Compensation Committee approved corporate objectives for the fiscal year 2024 Executive Incentive Compensation Plan that were aligned with our annual operating plan. The fiscal year 2024 Executive Incentive Compensation Plan provided for potential performance-based incentive payouts to our NEOs based on three performance components. The levels of achievement aligned to a target-level payout were determined to be challenging and required substantial skill and effort on the part of senior management and were weighted based on their relative importance. In addition, each NEO's potential payout was subject to upward or downward adjustment based on a holistic assessment of individual performance.

The Compensation Committee approved the use of the performance metrics below for the fiscal year 2024 Executive Incentive Compensation Plan:

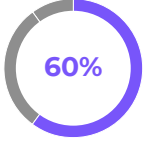
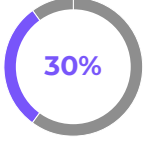
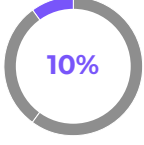
Performance Metric	Definition	Importance of the Performance Metric
Annual Recurring Revenue	For any given period, the sum of Annual Contract Value ("ACV") for all subscription contracts in effect as of the end of a specific period. For the purposes of this calculation, we assume that the contract term begins on the date a contract is booked, unless the terms of such contract prevent us from fulfilling our obligations until a later period, and irrespective of the periods in which we would recognize revenue for such contract. Excludes all life-of-device contracts.	An indicator of the top-line growth of our subscription business that takes into account variability in term lengths.
Non-GAAP operating expenses excluding commissions	For any given period, (i) total operating expenses excluding stock-based compensation, costs associated with our acquisitions (such as amortization of acquired intangible assets and other acquisition-related costs), costs related to the impairment (recovery) and early exit of operating lease-related assets, restructuring charges, litigation settlement accruals and legal fees related to certain litigation matters, and other non-recurring transactions, minus (ii) commissions.	An indicator of our ability to manage expenses in operating our business and growth and to drive sales and marketing efficiencies.
Employee engagement	Employee engagement is measured based on employee responses to a periodic survey administered in partnership with a third-party vendor.	An indicator of employee sentiment that we believe is closely linked to employee retention, customer satisfaction, and financial performance.

At the time that the Compensation Committee approved these performance metrics, it believed that they would represent objective measures that are strong indicators of the success of our growth and business strategy for fiscal year 2024.

Actual incentive award amounts under the fiscal year 2024 Executive Incentive Compensation Plan were calculated as the sum of the weighted payout percentage for each performance metric multiplied by the target annual opportunity in effect for each NEO and were paid in a lump sum during the first quarter of fiscal year 2025.



The following table describes the relative weighting of each performance metric and the payout percentages used to calculate payouts under the fiscal year 2024 Executive Incentive Compensation Plan based on achievement of the targets at and between the low end of the target range and the high end of the target range.

Performance Metric	Weighting	Plan Targets	Payout %
ARR		Less than 97.5% of Target	0%
		Between 97.5% and 100% of Target	Between 0% and 100%
		100% of Target	100%
		Between 100% and 102.5% of Target	Between 100% and 200%
		102.5% or More of Target	200%
Non-GAAP operating expenses excluding commissions		104% or More of Target	0%
		Between 100% and 104% of Target	Between 0% and 100%
		100% of Target	100%
		Between 96% and 100% of Target	Between 100% and 200%
		Less than 96% of Target	200%
Employee engagement		Less than 74%	0%
		Between 74% and 78%	Between 0% and 100%
		78%	100%
		Between 78% and 82%	Between 100% and 200%
		82% or More	200%

The specific targets for ARR and non-GAAP operating expenses excluding commissions were derived from our internal annual operating plan, which is not publicly disclosed for competitive reasons. With respect to each performance metric, the target achievement level was set at a level that the Compensation Committee believed was rigorous, would require stretch performance, and would drive stockholder value creation. The target achievement levels were not certain to be met at the time they were determined, and the payout curves require substantial outperformance of each performance metric to receive significantly above the 100% payout percentage (capped at 200%) for the metric. If the achievement levels rank between these percentile thresholds, the payout is determined using linear interpolation.

Fiscal Year 2024 Executive Incentive Compensation Plan Payouts

The achievement of each performance metric under the fiscal year 2024 Executive Incentive Compensation Plan was as follows:

Performance Metric	Achievement	Payout%	Weighting	Weighted Total
ARR	Less than 97.5% of Target	0.0%	60%	0%
Non-GAAP operating expenses excluding commissions ⁽¹⁾	Less than 96% of Target	200.0%	30%	60.0%
Employee engagement	At Target (78%)	100.0%	10%	10.0%
TOTAL WEIGHTED ACHIEVEMENT PERCENTAGE:				70.0%

(1) For Non-GAAP operating expenses excluding commissions, achievement below target (lower expenses) translates to a payout above target.

After considering each executive's individual performance, the Compensation Committee determined that no adjustment to any NEO's calculated payout was necessary. The aggregate payouts received by each NEO under the fiscal year 2024 Executive Incentive Compensation Plan were:

NEO	FY2024 Incentive Target (\$)	FY2024 Incentive Payout (\$)
Rajiv Ramaswami	800,000	560,000
Rukmini Sivaraman	356,250	249,375
David Sangster	356,250	249,375
Brian Martin ⁽¹⁾	41,106	28,774
Tyler Wall ⁽²⁾	356,250	N/A

(1) Mr. Martin's incentive target was prorated based on his June 2024 start date.

(2) Mr. Wall retired from Nutanix in June 2024 and did not receive an annual incentive payout for fiscal year 2024.

Long-Term Equity-Based Compensation

Our corporate culture encourages our NEOs to focus on our company's long-term strategy. In keeping with this culture, our executive compensation program places a heavy emphasis on equity awards, the value of which depends on our stock price performance, to promote long-term performance. These equity awards include both time-based RSU awards and performance-based PRSU awards. Time-based RSU awards offer our NEOs predictable value delivery while aligning their interests with the long-term interests of our stockholders. We believe PRSU awards directly link a significant portion of the NEO's target total direct compensation to our performance based on the returns we deliver for our stockholders relative to those of other companies in the Nasdaq Composite Index.

The Compensation Committee, in consultation with our CEO (other than with respect to himself) and its compensation consultant, Compensia, determines the size, mix, material terms and, in the case of PRSU awards, performance metrics of the equity awards granted to our NEOs, taking into account a number of factors as described in the section titled "Executive Compensation – Compensation Discussion and Analysis – Compensation-Setting Process."

Fiscal Year 2024 Equity Awards

The Compensation Committee continued to align pay and performance and tie the interests of our executive officers with the interests of our stockholders by using PRSUs as a standard component of the equity awards granted to our executive officers. PRSUs comprise 50% of each executive officer's target annual award value. Annual PRSU awards are based on our TSR relative to the TSR of companies in the Nasdaq Composite Index over three years with interim measurements after one year and two years. To mitigate the influence of interim fluctuations in performance during the first two measurement periods, the achievement percentage is capped at 100% for the first two measurement periods. The Compensation Committee believes relative TSR is a straightforward and objective metric for evaluating our company's performance against the performance of other companies and further aligns pay with performance and the interests of our executive officers with the experience and interests of our stockholders by promoting the creation of sustainable long-term value. The remaining 50% of each executive officer's target award value was delivered in time-based RSU awards.

The Compensation Committee considers many factors in determining the value of the annual equity awards made to our NEOs, including, but not limited to: competitive total compensation levels (cash and equity) among peer companies for comparable roles, individual performance, the retention value of current unvested equity holdings of each executive officer, and projected contribution towards the achievement of our short- and long-term goals. In establishing fiscal 2024 awards for our CEO and CFO in particular, the Compensation Committee took into consideration the strength of their respective performance and leadership, as well as the importance of continuing to provide market-competitive equity opportunities that reflected the significant year-over-year changes in market data. The equity awards granted in fiscal year 2024 under our 2016 Equity Incentive Plan were as follows:

Named Executive Officer	Total Annual Target Award Value ⁽¹⁾ (\$)	Time-Based RSU Awards (#)	PRSU Awards (# at target)	Supplemental PRSU Target Award Value ⁽²⁾ (\$)	Supplemental PRSU Awards (# at target)
Rajiv Ramaswami	15,000,000	254,151	254,151	30,000,000	565,481
Rukmini Sivaraman	4,500,000	76,245	76,245	–	–
David Sangster	3,000,000	50,830	50,830	–	–
Brian Martin ⁽³⁾	5,000,000	45,199	– ⁽³⁾	–	–
Tyler Wall ⁽⁴⁾	2,500,000	42,358	42,358	–	–

(1) The target award values are the values approved by the Compensation Committee and may not be the same as the grant date fair values calculated in accordance with ASC Topic 718 as reported in the "Fiscal Year 2024 Summary Compensation Table" appearing on page 49 of this proxy statement.

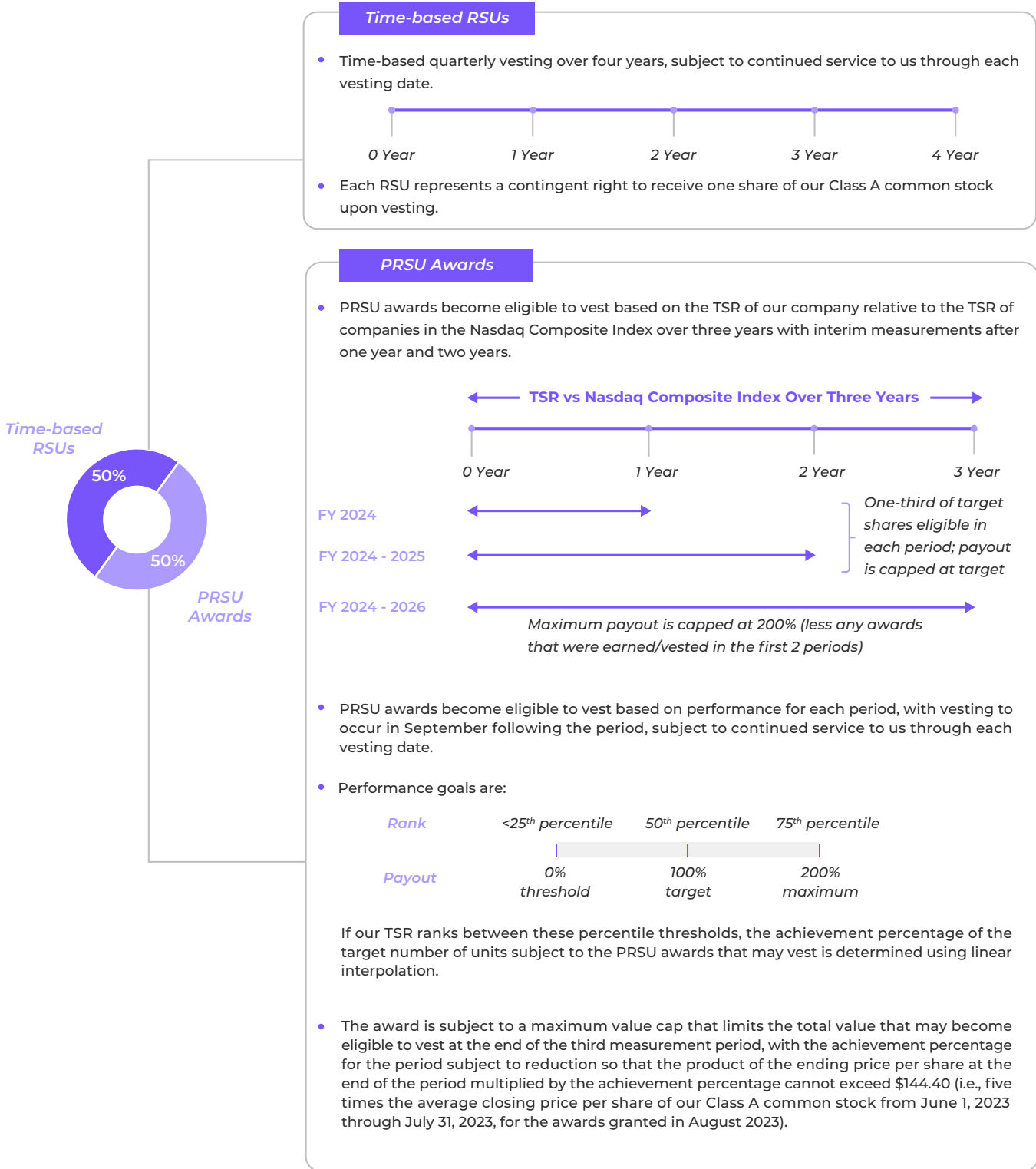
(2) For a detailed discussion of Mr. Ramaswami's supplemental long-term performance-based equity award, please see the section entitled "Fiscal Year 2024 CEO Supplemental Long-Term Performance-Based Equity Award."

(3) The value reflected for Mr. Martin aligns with his employment offer. The RSU portion of Mr. Martin's awards was granted on July 10, 2024, in accordance with our standard practices. The PRSU portion was granted on September 10, 2024, and will be included in the Summary Compensation Table of our proxy statement for the fiscal year ending July 31, 2025.

(4) Mr. Wall's unvested outstanding equity awards were forfeited upon his retirement in June 2024.

Each RSU represents a contingent right to receive one share of our Class A common stock upon vesting.

The elements of the annual equity awards granted to these NEOs for fiscal year 2024 are as follows:

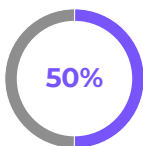
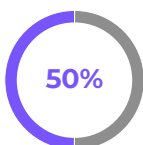


Fiscal Year 2024 CEO Supplemental Long-Term Performance-Based Equity Award

As discussed in the Letter from the Compensation Committee Chair above, the Compensation Committee approved a one-time supplemental long-term performance-based equity award for our President and CEO, Rajiv Ramaswami, in January 2024. Prior to the award, the Compensation Committee became aware that Mr. Ramaswami had been approached regarding a potential competitive opportunity outside Nutanix. As Mr. Ramaswami has been the key architect of our company's transformation and is instrumental to our next stage of growth, the Compensation Committee sought to secure Mr. Ramaswami's employment through the next stage of our growth while also aligning potential payout opportunities with the value we create for stockholders through the end of fiscal year 2027.

The Chair of the Board and the Chair of the Compensation Committee led the process to consider a supplemental award. To ensure a diligent, thorough process, they directly engaged the Compensation Committee's independent compensation consultant, Compensia, and outside counsel to weigh the value of Mr. Ramaswami's continued leadership against the non-standard practice of making a one-time supplemental award. Following their review, they determined that a supplemental award was necessary in these extraordinary circumstances and sought to design an incentive that would address our Board's retention concerns and align long-term pay with company performance while remaining consistent with Nutanix's executive compensation philosophy. The Compensation Committee approved a supplemental award with a target value of \$30 million that is delivered 100% in PRSUs, includes challenging performance objectives, and only vests if Mr. Ramaswami remains our CEO through fiscal year 2027. Absent extraordinary circumstances, the Compensation Committee will not use supplemental awards in the future.

The structure of the supplemental long-term performance-based equity award is detailed below:

Performance Metric	Metric Type	Weighting (% of Total)	Detail
FY27 ARR (25%)	Operational	 50%	<ul style="list-style-type: none"> • ARR is a key determinant of our top-line growth. • Free cash flow is a key measure of our organizational health and drives our investment strategy. • Threshold performance required to achieve the minimum payout for either performance metric is aligned to the high-end of the long-range (FY27 year-end) targets provided at our September 2023 Investor Day (ARR of \$3.1-\$3.3B and FCF of \$700-\$900M).
FY27 Free Cash Flow (25%)			
Stock Price Hurdles (50%)	Stock Price	 50%	<ul style="list-style-type: none"> • Our stock price is a direct reflection of the value we create for, and the returns we deliver to, our stockholders. • Stock price hurdles of \$70, \$80, and \$90 (no linear interpolation) must be achieved and sustained for 90 consecutive calendar days to drive a payout at the end of the performance period. Target and maximum hurdles represent implied CAGRs of 13% to 20% through the end of fiscal year 2027. • Payout on the stock price component of the award is capped at target if our stock price is below the median of Nasdaq Composite companies over the performance period.

The Compensation Committee believes this award:

- helps secure Mr. Ramaswami's strategic vision and leadership through the next phase of our growth;
- motivates the appropriate behaviors that will drive growth, promote operational excellence, and link decision making to long-term strategy. In particular, the Compensation Committee believes that ARR is a critical measure of successful execution of our next phase growth objective over all time horizons, and for that reason believed it was important to maintain consistency with the growth metric used under our fiscal year 2024 Executive Incentive Compensation Plan;
- provides a strong mix of stretch operational and share price performance goals that focus Mr. Ramaswami on strategic execution while directly aligning his incentives with stockholder interests; and
- represents the minimum value required to retain Mr. Ramaswami.

Supplemental awards are not a regular part of our executive compensation program, and absent extraordinary circumstances, the Compensation Committee will not use them going forward.

Given the long-term forward-looking nature of our ARR and free cash flow targets, prospective disclosure of these targets could cause irreparable harm by providing competitors with insights into our multi-year strategic road map and business initiatives. As noted above, the Compensation Committee intentionally set the threshold goals for each operational metric in alignment with the high-end of our long-range targets to ensure the award incorporated challenging goals that would not provide any payout without meaningful outperformance relative to our long-term plans.

PRSU Performance Results

Per the terms detailed above, the table below details the final performance period measurement for PRSU awards granted to our executive officers in fiscal years 2022 and interim measurements for 2023 and 2024.

	FY22-FY24 PRSU Performance Results ⁽¹⁾		
	FY22 ⁽²⁾	FY22-23 ⁽²⁾	FY22-24 ⁽²⁾
Nutanix TSR	-59.02%	-20.83%	46.55%
Percentile Rank	31.32%	64.77%	89.61%
Payout (% of Total Target Units)	20.88%	33.33%	145.79%
TOTAL PAYOUT (% OF TARGET) TO DATE			200.00%

	FY23-FY25 PRSU Performance Results ⁽¹⁾		
	FY23 ⁽²⁾	FY23-24 ⁽²⁾	FY23-25 ⁽²⁾
Nutanix TSR	93.19%	257.61%	
Percentile Rank	95.58%	98.31%	TBD
Payout (% of Total Target Units)	33.33%	33.33%	
TOTAL PAYOUT (% OF TARGET) TO DATE			66.67%

	FY24-FY26 PRSU Performance Results ⁽¹⁾		
	FY24 ⁽²⁾	FY24-25 ⁽²⁾	FY24-26 ⁽²⁾
Nutanix TSR	85.10%		
Percentile Rank	94.54%	TBD	TBD
Payout (% of Total Target Units)	33.33%		
TOTAL PAYOUT (% OF TARGET) TO DATE			33.33%

(1) Performance results are measured from the beginning of the performance period through the end of each respective fiscal year. For example, Tranche 2 of the PRSU award granted in fiscal year 2022 represents Nutanix relative TSR performance over a two-year period from August 1, 2021 to July 31, 2023.

(2) The interim measurements for Tranches 1 and 2 are capped at 1/3rd of the target shares covered by an award. The payout in Year 3 can be up to 200% of target, less any interim payouts distributed to date.

Chief Legal Officer Transition

Mr. Wall served as our Chief Legal Officer until his retirement in June 2024. As a result of his retirement, Mr. Wall was not eligible for an annual incentive payment under the terms of our fiscal year 2024 Executive Incentive Compensation Plan, which requires that participants be actively employed on the date incentive payments are made. Upon his retirement, all of Mr. Wall's unvested long-term incentive awards were also forfeited per the terms and conditions of the 2016 Equity Incentive Plan and the individual award agreements. To ensure a smooth transition following the February 2024 announcement, management and the Compensation Committee requested that Mr. Wall continue to provide services through June 2024 while a successor was identified and responsibilities for

our company's legal operations could be adequately transitioned. The Compensation Committee subsequently approved a transition agreement for Mr. Wall that considered the value of his foregone annual incentive, his equity award forfeitures upon retirement, and the importance of maintaining continuity within our legal operations during the period of transition. Accordingly, the Compensation Committee determined to provide Mr. Wall a transition payment of \$1.35 million plus COBRA payments for 12 months, to be paid following his retirement. Other than his salary and the vesting of previously granted equity awards prior to his retirement, these payments represent the only compensation paid to Mr. Wall for his services during the year. Mr. Martin was appointed Chief Legal Officer in June 2024.

Severance and Change of Control-Related Benefits

Our NEOs each participate in our Executive Severance Policy and our Change of Control and Severance Policy.

Our Executive Severance Policy provides eligible employees with protections in the event of the involuntary termination of their employment under circumstances not related to a change of control of our company. Our Change of Control and Severance Policy provides eligible employees with protections in the event of their involuntary termination of employment following a change of control of our company. In addition, certain of our executive officers may have such provisions in their employment agreements.

We believe that these protections assist us in retaining our executive officers and allow them to maintain continued focus and dedication to their responsibilities to maximize stockholder value, including any potential transaction that could involve a change of control of our company. The terms of these agreements, our Executive Severance Policy, and our Change of Control and Severance Policy are evaluated periodically by our Board and the Compensation Committee against our retention objectives, a review of relevant market data prepared by the Compensation Committee's compensation consultant, Compensia, and with consideration for our ability to attract and retain critical executive talent.

For a summary of the material terms and conditions of these post-employment compensation arrangements, see the section titled "[Executive Compensation – Employment Arrangements.](#)"

Compensation-Setting Process

Role of the Compensation Committee

Pursuant to its charter, the Compensation Committee is primarily responsible for establishing, approving, and adjusting compensation arrangements for our executive officers, including our CEO and other NEOs, reviewing and approving corporate goals and objectives relevant to these compensation arrangements, evaluating executive performance against the backdrop of our corporate goals and objectives, and determining the long-term incentive component of our executive compensation arrangements in light of factors related to our performance, including accomplishment of our long-term business and financial goals. For additional information about the Compensation Committee, see the section titled "[Corporate Governance - Board of Directors and Its Committees - Compensation Committee](#)" in this proxy statement.

Compensation decisions for our executive officers are made by the Compensation Committee, with the input of its independent compensation consultant and our CEO and management team (except with respect to their own compensation). The Compensation Committee periodically reviews and, as necessary, adjusts the cash and equity compensation of our executive officers with the goal of ensuring that our executive officers are properly incentivized.

The Compensation Committee considers compensation data from our compensation peer group as one of several factors that inform its judgment of appropriate parameters for target compensation levels. The Compensation Committee, however, does not strictly benchmark compensation to a specific percentile of our compensation peer group, nor does it apply a formula or assign relative weights to specific compensation elements. In addition, while market data is a factor, the Compensation Committee is forward-looking in aligning our executive compensation program with the unique growth opportunity we believe we have, and the risks associated with pursuing the opportunity, which are not captured by reviewing peer data.

The Compensation Committee makes compensation decisions after considering several factors, including:

- each executive officer's performance and experience;
- the scope and strategic impact of the executive officer's responsibilities and the criticality of the executive officer's role to the performance of our company and achievement of our growth strategy and transition to a subscription-based model;
- our past business performance and future expectations;
- our long-term goals and strategies;
- the performance of our executive team as a whole;
- for each executive officer, other than our CEO, the recommendation of our CEO based on an evaluation of his or her performance;
- the difficulty and cost of replacing high-performing leaders with in-demand skills;
- each executive officer's tenure and past compensation levels, including existing unvested equity;
- internal equity of executive officers relative to one another; and
- the competitiveness of compensation relative to our compensation peer group.

The Compensation Committee operates under a written charter adopted by our Board. A copy of the charter is posted on the investor relations section of our website located at <http://ir.nutanix.com>. Information contained on or accessible through our website is not incorporated by reference herein and is not a part of this proxy statement.

Role of Management

The Compensation Committee works with members of our management team, including our CEO and our human resources, finance, and legal professionals (except with respect to their own compensation). Typically, our CEO makes recommendations to the Compensation Committee, regularly attends the Compensation Committee's meetings, and is involved in the determination of compensation for our executive officers, except that our CEO does not make recommendations as to his own compensation. Because of his direct role overseeing our other executive officers, our CEO makes recommendations to the Compensation Committee regarding short-term and long-term compensation for all executive officers (other than himself) based on our results and aspirations, an individual executive officer's actual contribution toward, and ability to contribute to the achievement of, these results and aspirations, and performance toward individual goal achievement. The Compensation Committee then reviews the recommendations and, based on their assessment and other pertinent information, makes decisions as to total compensation for each executive officer, as well as each individual compensation component.

Role of Compensation Consultant

The Compensation Committee is authorized, in its sole discretion, to retain the services of one or more compensation consultants, outside legal counsel, and such other advisors as necessary to assist with the execution of its duties and responsibilities. For fiscal year 2024, the Compensation Committee engaged Compensia, a national compensation consulting firm, to conduct market research and analysis on our various executive positions, to assist the Compensation Committee in developing appropriate incentive plans for our executive officers on an annual basis, to provide the Compensation Committee with advice and ongoing recommendations regarding material executive compensation decisions, and to review compensation proposals of management. Compensia evaluated the following components to assist the Compensation Committee in establishing executive compensation for fiscal year 2024:

- base salary;
- target and actual annual incentive compensation;
- target and actual total cash compensation (base salary and annual incentive compensation);
- long-term incentive compensation in the form of equity awards; and
- beneficial ownership of our Class A common stock.

As described above in the section titled "[Corporate Governance – Director Compensation – Non-Employee Director Compensation Policy](#)," Compensia also annually provides, at the direction of the Compensation Committee, an analysis of the competitive position of our non-employee director compensation policy against the compensation peer group used for executive compensation purposes.

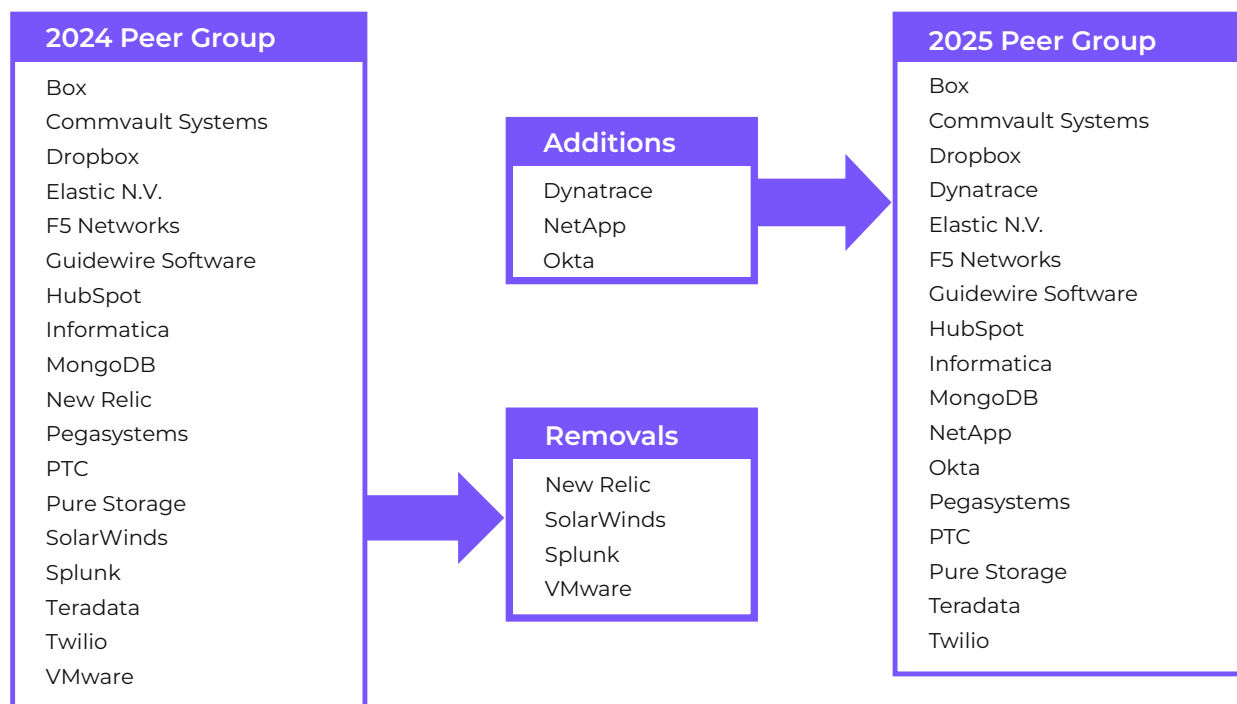
Based on consideration of the factors specified in the SEC rules and Nasdaq listing standards, the Compensation Committee does not believe that its relationship with Compensia and the work of Compensia on behalf of the Compensation Committee and our management team has raised any conflicts of interest. The Compensation Committee reviews these factors on an annual basis. As part of the Compensation Committee's determination of Compensia's independence for fiscal year 2024, it received written confirmation from Compensia addressing these factors and stating its belief that it remains an independent compensation consultant to the Compensation Committee.

Compensation Peer Group

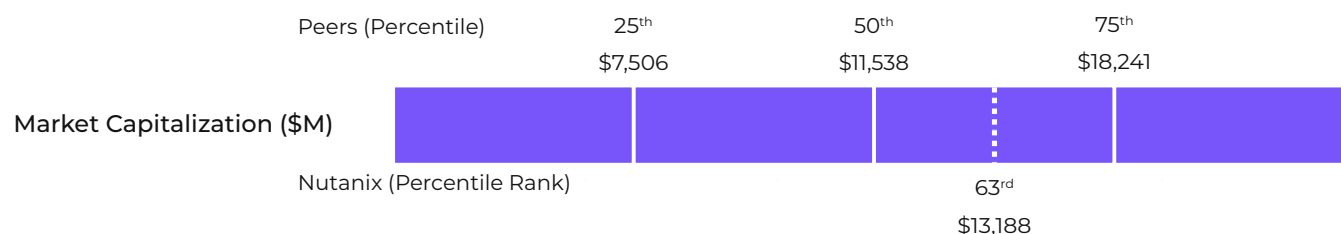
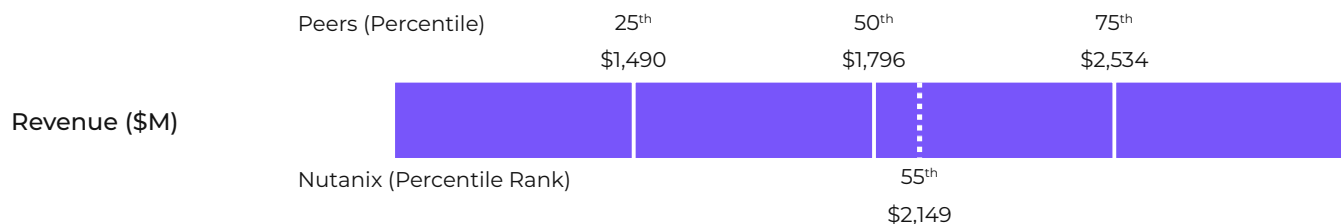
The Compensation Committee reviews compensation market data from companies that we believe are comparable to our company in order to provide insight on competitive pay practices and levels for executive talent. With Compensia's assistance, the Compensation Committee developed a peer group for use when making its fiscal year 2024 compensation decisions, which consisted of publicly traded information technology companies with revenues and market capitalizations similar to that of our company and generally based in the United States, including companies based in California. While the Compensation Committee considers compensation practices of the peer companies, the Compensation Committee uses this information as one of many factors in its evaluation of compensation matters, as described above, and does not set compensation levels to meet specific percentiles.

The Compensation Committee referred to compensation data from this peer group when making fiscal year 2024 base salary, annual incentive, and equity award decisions for our executive officers, including our NEOs.

In June 2024, the Compensation Committee reviewed the compensation peer group to be used for compensation decision-making for fiscal year 2025. With Compensia's assistance, the Compensation Committee approved certain changes to the existing peer group based on relative size and, in certain cases, acquisition-related activity. New Relic, Splunk, and VMware were removed following their acquisitions and SolarWinds was removed based on its relative size. The Compensation Committee approved the addition of Dynatrace, NetApp, and Okta to the peer group for fiscal year 2025. Both the fiscal year 2024 and fiscal year 2025 compensation peer groups are detailed below.



The following graphic illustrates our size relative to the 2025 peer group based on annual revenue (trailing four quarters as reported) and market capitalization as of July 31, 2024.



Employment Arrangements

We have employment agreements with our currently employed NEOs. Each of these arrangements provides for “at-will” employment and sets forth the initial terms and conditions of employment of the NEO, including base salary, target annual incentive opportunity, standard employee benefit plan participation, a recommendation for an initial grant of an option to purchase shares of our common stock or other equity awards, opportunities for post-employment compensation and vesting acceleration terms. These agreements also set forth the rights and responsibilities of each party and may protect both parties’ interests in the event of a termination of employment by providing for certain payments and benefits under specified circumstances, including following a change of control of our company. These offers of employment were each subject to the execution of a standard proprietary information and invention assignment agreement and proof of identity and work eligibility in the United States.

Each of these agreements was approved on our behalf by the Compensation Committee or our Board at the recommendation of the Compensation Committee. We believe that these arrangements were necessary to induce these individuals to forgo other employment opportunities or leave their then-current employer for the uncertainty of a demanding position in a new and unfamiliar organization.

For a summary of the material terms and conditions of our employment agreements with our NEOs, see the section titled “[Executive Compensation – Employment Arrangements](#)” below.

Other Compensation Policies and Practices

Employee Benefits

We provide employee benefits to all eligible employees in the United States, including our currently employed NEOs, which the Compensation Committee believes are reasonable and consistent with its overall compensation objective to better enable us to attract and retain employees. These benefits include medical, dental and vision insurance, health savings accounts, a 401(k) plan, life and disability insurance, flexible spending accounts, an employee stock purchase plan, and other plans and programs.

Stock Ownership Guidelines

Our Board believes that our executive officers should acquire and hold a significant equity interest in Nutanix. During fiscal year 2024, our company adopted stock ownership guidelines for our executive leadership team members, including our NEOs. The stock ownership guidelines are intended to further align the interests of our executive leadership team members and our stockholders. Only shares owned directly or beneficially owned by the executive leadership team member or their immediate family members count towards the requirements. Executive leadership team members are expected to achieve the minimum ownership requirement within five years from the date of approval or their appointment (if later). As of July 31, 2024, each NEO exceeded their required ownership level, with the exception of Mr. Martin who joined our company in June 2024.

The following table lists the specific ownership requirements for our NEOs.

Position	Minimum Stock Ownership Requirement (as % of Base Salary)
CEO	500%
Other Named Executive Officers	100%

Stock Trading Practices; Hedging and Pledging Policy

We maintain the Nutanix, Inc. Insider Trading Policy, which governs transactions involving our securities, including the purchase, sale and/or other dispositions of our securities, by our directors, officers, employees and other covered persons. Our Insider Trading Policy and the related Rule 10b5-1 trading plan guidelines adopted by Nutanix are reasonably designed to promote compliance with insider trading laws, rules and regulations, and the listing requirements of the Nasdaq Global Select Market. A copy of our Insider Trading Policy is filed as Exhibit 19.1 to our Annual Report on Form 10-K for our fiscal year ended July 31, 2024 filed with the SEC on September 19, 2024. Our Insider Trading Policy, among other things, prohibits our directors, executive officers, and employees from trading during quarterly and special trading restrictions. We also prohibit short sales, hedging, and similar transactions designed to decrease the risks associated with holding our securities, as well as pledging our securities as collateral for loans and transactions involving derivative securities relating to our common stock. Our Insider Trading Policy requires that all directors, executive officers, and certain other key employees, including our NEOs, pre-clear with our legal department any proposed open market transactions.

Compensation Recovery Policy

The Compensation Committee has adopted a Compensation Recovery Policy that is intended to comply with Section 10D of the Exchange Act, Exchange Act Rule 10D-1, and Nasdaq listing rules. This policy provides that our company will recover reasonably promptly the amount of erroneously awarded incentive-based compensation received by our executive officers in the event that our company is required to prepare an accounting restatement due to the material noncompliance of our company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. This policy applies to incentive-based compensation received on or after October 2, 2023, and during the three completed fiscal years immediately preceding the date that our company is required to prepare an accounting restatement.

Policies and Practices Related to the Timing of Option Awards

We do not currently grant new awards of stock options, stock appreciation rights, or similar option-like instruments. Accordingly, we have no specific policy or practice on the timing of awards of such options in relation to the disclosure of material nonpublic information by our company. In the event that we determine to grant new awards of such options in the future, our Board will evaluate the appropriate steps to take in relation to the foregoing.

Impact of Accounting and Tax Requirements on Compensation

Deductibility of Executive Compensation

Generally, Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), disallows a corporate federal income tax deduction to any publicly held corporation for any remuneration in excess of \$1 million paid in any taxable year to its chief executive officer, chief financial officer, and certain other highly compensated executive officers. As a result, we expect that compensation awarded to each of our NEOs will not be deductible to the extent it is in excess of this \$1 million threshold. The Compensation Committee may, in its judgment, authorize compensation payments that are not fully tax deductible when it believes that such payments are appropriate to attract and retain executive talent or meet other business objectives. The Compensation Committee intends to continue to compensate our NEOs in a manner that it believes to be consistent with the best long-term interests of our company and our stockholders.

Taxation of “Parachute” Payments and Deferred Compensation

We do not provide our NEOs with a “gross-up” or other reimbursement payment for any tax liability that they might owe as a result of the application of Sections 280G, 4999, or 409A of the Code. Sections 280G and 4999 of the Code provide that certain officers and directors, and service providers who hold significant equity interests, and certain highly compensated service providers may be subject to an excise tax if they receive payments or benefits in connection with a change of control that exceeds certain prescribed limits, and that our company, or a successor, may forfeit a deduction on the amounts subject to this additional tax. However, under our Change of Control and Severance Policy, if any payment or benefits to a policy participant, including the payments and benefits under the policy, would constitute a “parachute payment” within the meaning of Section 280G of the Code and would therefore be subject to an excise tax under Section 4999 of the Code, then such payments and benefits will be either (i) reduced to the largest portion of the payments and benefits that would result in no portion of the payments and benefits being subject to the excise tax, or (ii) not reduced, whichever, after taking into account all applicable federal, state, and local employment and income taxes and the excise tax, results in the participant’s receipt, on an after-tax basis, of the greater payments and benefits.

Section 409A also imposes additional significant taxes on the individual in the event that an executive officer, director, or other service provider receives “deferred compensation” that does not meet certain requirements of Section 409A of the Code.

Accounting for Stock-Based Compensation

We follow ASC Topic 718 for our stock-based awards. ASC Topic 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options, RSU awards, and PRSU awards, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based compensation awards in their income statements over the period that a NEO is required to render service in exchange for the award.

Compensation Risk Assessment

The Compensation Committee reviews and discusses with management the risks arising from our compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks. In addition, the Compensation Committee has engaged Compensia to independently review our executive compensation program. Based on these reviews, the Compensation Committee structures our executive compensation program to encourage our NEOs to focus on both short-term and long-term success. We do not believe that our compensation programs create risks that are reasonably likely to have a material adverse effect on us.

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussions, the Compensation Committee has recommended to our Board that the Compensation Discussion and Analysis be included in this proxy statement.

Respectfully submitted by the members of the Compensation Committee:

The Compensation Committee

Max de Groen (Chair)
Craig Conway
Brian Stevens
Mark Templeton

Executive Compensation Tables

Fiscal Year 2024 Summary Compensation Table

The following table presents all of the compensation awarded to, or earned by, our NEOs during the fiscal year ended July 31, 2024.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Option Awards (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation ⁽³⁾ (\$)	Total (\$)
Rajiv Ramaswami President and CEO	2024	800,008	—	—	49,781,703	560,000	2,000	51,143,711
	2023	800,010	—	—	13,153,930	892,000	—	14,845,940
	2022	783,596	—	—	11,165,080	980,000	—	12,928,676
Rukmini Sivaraman Chief Financial Officer	2024	474,431	—	—	5,939,485	249,375	2,000	6,665,291
	2023	449,431	—	—	4,778,000	376,313	—	5,603,744
	2022	366,329	—	—	5,255,793	291,267	—	5,913,389
David M. Sangster Chief Operating Officer	2024	475,008	—	—	3,959,657	249,375	2,000	4,686,040
	2023	475,010	—	—	4,778,000	397,219	—	5,650,229
	2022	465,263	—	—	3,907,717	436,406	—	4,809,386
Brian Martin ⁽⁴⁾ Chief Legal Officer	2024	54,808	—	—	2,676,685	28,774	—	2,760,267
Tyler Wall ⁽⁵⁾ Former Chief Legal Officer	2024	447,604	—	—	3,299,688	—	1,382,975	5,130,267
	2023	475,010	—	—	4,300,200	397,219	—	5,172,429
	2022	465,263	—	—	2,679,554	436,406	—	3,581,223

(1) The amounts reported in this column represent the aggregate grant date fair value of equity awards, as computed in accordance with ASC Topic 718. These amounts do not necessarily reflect the actual economic value that may ultimately be realized by the NEOs. The grant date fair value for time-based RSUs and PRSUs tied to operational/financial goals reported in the table is calculated in accordance with ASC Topic 718 based on the closing price per share of our Class A common stock as reported on The Nasdaq Global Select Market on the date of grant. The grant date fair value for PRSUs tied to market conditions in the table is calculated in accordance with ASC Topic 718 using Monte Carlo simulations. A Monte Carlo simulation requires the use of various assumptions, including the stock price volatility and risk-free interest rate as of the valuation date corresponding to the length of time remaining in the performance period and expected dividend yield.

(2) The amounts reported in this column represent the amounts earned under our Executive Incentive Compensation Plan.

(3) The amounts in this column include company contributions on behalf of the NEO to defined contribution retirement plans.

(4) Mr. Martin was appointed Chief Legal Officer in June 2024.

(5) In February 2024, Mr. Wall notified our company of his decision to retire. In order to provide adequate time to identify a successor and ensure an orderly transition of his responsibilities, our company reached an agreement with Mr. Wall to continue his employment through June 2024 in exchange for a retention payment post-separation of \$1.35 million and COBRA benefit payments for 12 months, the sum of which is included as All Other Compensation. As a result of his retirement, Mr. Wall forfeited the value of his stock awards indicated in the table and annual incentive (Non-Equity Incentive Plan Compensation).

Grants of Plan-Based Awards

The following table presents, for each of our NEOs, information concerning plan-based awards granted during the fiscal year ended July 31, 2024. This information supplements the information about these awards set forth in the "Fiscal Year 2024 Summary Compensation Table" above.

Name	Award Type	Grant Threshold Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ⁽⁸⁾ (\$)
			Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
Rajiv Ramaswami	Cash incentive	—	800,000	1,600,000	—	—	—	—	—	
	Time-based RSUs ⁽²⁾	8/29/2023	—	—	—	—	—	254,151	7,830,392	
	PRSUs ⁽³⁾	8/29/2023	—	—	127,076	254,151	508,302	—	11,967,971	
	PRSUs - SP ⁽⁴⁾	1/7/2024	—	—	—	238,398	476,796	—	14,983,314	
	PRSUs - FCF ⁽⁵⁾	1/7/2024	—	—	—	163,542	327,084	—	7,500,036	
	PRSUs - ARR ⁽⁶⁾	1/7/2024	—	—	—	163,541	327,082	—	7,499,990	
Rukmini Sivaraman	Cash incentive	—	356,250	712,500	—	—	—	—	—	
	Time-based RSUs ⁽²⁾	8/29/2023	—	—	—	—	—	76,245	2,349,108	
	PRSUs ⁽³⁾	8/29/2023	—	—	38,123	76,245	152,490	—	3,590,377	
David M. Sangster	Cash incentive	—	356,250	712,500	—	—	—	—	—	
	Time-based RSUs ⁽²⁾	8/29/2023	—	—	—	—	—	50,830	1,566,072	
	PRSUs ⁽³⁾	8/29/2023	—	—	25,415	50,830	101,660	—	2,393,585	
Brian Martin	Cash incentive	—	41,106	82,212	—	—	—	—	—	
	Time-based RSUs ⁽⁷⁾	7/10/2024	—	—	—	—	—	45,199	2,676,685	
Tyler Wall ⁽⁹⁾	Cash incentive	—	356,250	712,500	—	—	—	—	—	
	Time-based RSUs ⁽²⁾	8/29/2023	—	—	—	—	—	42,358	1,305,050	
	PRSUs ⁽³⁾	8/29/2023	—	—	21,179	42,358	84,716	—	1,994,638	

(1) The amounts reported in this column represent cash incentive compensation opportunities under the fiscal year 2024 Executive Incentive Compensation Plan at target levels for our corporate objectives. For achievement in excess of target, overperformance could be rewarded with a payout of up to an additional 100% of each NEO's target (for a maximum payment of 200% of each NEO's target).

(2) The RSUs vest in 16 equal quarterly installments, with the first quarterly installment having vested on December 15, 2023, subject to continued service to us through each vesting date.

(3) The PRSUs are eligible to vest in up to three installments based on the TSR of our company relative to the TSR of companies in the Nasdaq Composite Index over three performance periods: (i) August 1, 2023 to July 31, 2024, (ii) August 1, 2023 to July 31, 2025, and (iii) August 1, 2023 to July 31, 2026. PRSUs that become eligible to vest based on performance vest on September 15 following the period, subject to continued service to us through the vesting date. The total number of PRSUs that are eligible to vest range from an achievement percentage of 0% to 200% of the target number of PRSUs, except that the achievement percentage is capped at 100% for the first two performance periods. Up to one-third of the target number of PRSUs are eligible to vest as a result of performance for each of the first two performance periods. The achievement percentage is (i) 0% if our TSR ranks below the 25th percentile of the indexed companies, (ii) 50% if our TSR ranks at the 25th percentile of the indexed companies, (iii) 100% if our TSR ranks at the 50th percentile of the indexed companies, and (iv) 200% if our TSR ranks at the 75th percentile of the indexed companies. If our TSR ranks between these percentile thresholds, the achievement percentage is determined using linear interpolation. 100% of the target number of PRSUs (as may be increased as a result of any achievement percentage in excess of target) will be eligible to vest with respect to the third performance period, less any PRSUs already vested in the first two performance periods. The PRSUs are subject to a maximum value cap that limits the total value that may become eligible to vest at the end of the third performance period, with the achievement percentage for the period subject to reduction so that the product of the ending price per share at the end of the period multiplied by the achievement percentage cannot exceed \$144.40.

(4) The PRSUs are eligible to vest at the target level of stock price performance and become eligible to vest in a range from 0% to 200% of the target number based on actual performance achieved relative to the following stock price hurdles at any time during the period that began on the grant date and ends on July 31, 2027 (the "Performance Period"): (i) 100% of the PRSUs for a stock price hurdle of \$70, (ii) 150% of the PRSUs for a stock price hurdle of \$80, and (iii) 200% of the PRSUs for a stock price hurdle of \$90. A stock price hurdle is only achieved if the average closing price of our company's common stock is equal to or greater than the hurdle price for 90 consecutive calendar days. None of the PRSUs become eligible to vest for achievement of a stock price hurdle of less than \$70. In addition, a maximum of 100% of the target number of PRSUs will be eligible to vest if our company's TSR ranks at less than the 50th percentile relative to the TSR of companies in the Nasdaq Composite Index during the Performance Period. Achievement of the stock price hurdles may occur at any time during the Performance Period, but vesting will remain subject to Mr. Ramaswami's continued employment as CEO through September 15, 2027.

Executive Compensation

Executive Compensation Tables

- (5) The PRSUs become eligible to vest upon achievement of specified Free Cash Flow hurdles, with achievement of 100% of the PRSUs at the target level of FCF performance and additional achievement levels of 150% and 200% of the target number of PRSUs at higher levels of FCF performance. None of the PRSUs are eligible to vest if performance is below the target level of FCF performance. The target level FCF was set relative to our company's internal long-term plans and requires strong performance over the Performance Period to be achieved. FCF will be measured over the last four completed fiscal quarters ending on the last day of the Performance Period on July 31, 2027. Linear interpolation will not apply in the case of achievement between the 100%, 150% and 200% payout percentage levels. PRSU vesting remains subject to Mr. Ramaswami's continued employment as CEO through September 15, 2027.
- (6) The PRSUs become eligible to vest upon achievement of specified ARR hurdles, with achievement of 100% of the PRSUs at the target level of ARR performance and additional achievement levels of 150% and 200% of the target number of PRSUs at higher levels of ARR performance. None of the PRSUs are eligible to vest if performance is below the target level of ARR performance. The target level ARR was set relative to our company's internal long-term plans and requires strong performance over the Performance Period to be achieved. ARR will be measured as of the last day of the Performance Period on July 31, 2027. Linear interpolation will not apply in the case of achievement between the 100%, 150% and 200% payout percentage levels. PRSU vesting remains subject to Mr. Ramaswami's continued employment as CEO through September 15, 2027.
- (7) The RSUs vest 25% on September 15, 2025 and the remainder in 12 equal quarterly installments, with the first quarterly installment vesting on December 15, 2025, subject to continued service to us through each vesting date.
- (8) The amounts reported in this column represent the aggregate grant date fair value of equity awards, as computed in accordance with ASC Topic 718. These amounts do not necessarily reflect the actual economic value that may ultimately be realized by the NEOs. The grant date fair value for time-based RSUs and PRSUs tied to operational/financial goals reported in the table is calculated in accordance with ASC Topic 718 based on the closing price per share of our Class A common stock as reported on The Nasdaq Global Select Market on the date of grant. The grant date fair value for PRSUs tied to market conditions in the table is calculated in accordance with ASC Topic 718 using Monte Carlo simulations. A Monte Carlo simulation requires the use of various assumptions, including the stock price volatility and risk-free interest rate as of the valuation date corresponding to the length of time remaining in the performance period and expected dividend yield.
- (9) All of Mr. Wall's unvested awards were forfeited upon his retirement in June 2024.

Outstanding Equity Awards At Fiscal Year 2024 Year-End Table

The following table presents, for each of our NEOs, information concerning each outstanding equity award held by such NEO as of July 31, 2024. This information supplements the information about these awards set forth in the "Fiscal Year 2024 Summary Compensation Table" above.

Name	Grant Date	Option Awards				Stock Awards				Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Rights That Have Not Vested ⁽¹⁾ (\$)
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Rights That Have Not Vested ⁽¹⁾ (\$)		
Rajiv Ramaswami	RSUs									
	12/9/2020	—	—	—	—	47,326 ⁽²⁾	2,390,436	—	—	—
	10/11/2021	—	—	—	—	43,140 ⁽⁴⁾	2,179,001	—	—	—
	8/25/2022	—	—	—	—	154,858 ⁽⁶⁾	7,821,878	—	—	—
	8/29/2023	—	—	—	—	206,498 ⁽⁷⁾	10,430,214	—	—	—
	PRSUs									
	12/9/2020	—	—	—	—	—	—	116,893 ⁽³⁾	5,904,265	—
	10/11/2021	—	—	—	—	—	—	201,251 ⁽⁵⁾	10,165,188	—
	8/25/2022	—	—	—	—	—	—	370,190 ⁽⁵⁾	18,698,297	—
	8/29/2023	—	—	—	—	—	—	508,302 ⁽⁵⁾	25,674,334	—
	1/7/2024	—	—	—	—	—	—	238,398 ⁽⁸⁾	12,041,483	—
	1/7/2024	—	—	—	—	—	—	163,542 ⁽⁹⁾	8,260,506	—
	1/7/2024	—	—	—	—	—	—	163,541 ⁽¹⁰⁾	8,260,456	—
Rukmini Sivaraman	RSUs									
	10/2/2020	—	—	—	—	7,662 ⁽¹¹⁾	387,008	—	—	—
	10/11/2021	—	—	—	—	12,942 ⁽⁴⁾	653,700	—	—	—
	5/1/2022	—	—	—	—	38,081 ⁽¹²⁾	1,923,471	—	—	—
	8/25/2022	—	—	—	—	56,250 ⁽⁶⁾	2,841,188	—	—	—
	8/29/2023	—	—	—	—	61,950 ⁽⁷⁾	3,129,095	—	—	—
	PRSUs									
	10/11/2021	—	—	—	—	—	—	60,375 ⁽⁵⁾	3,049,541	—
	8/25/2022	—	—	—	—	—	—	134,467 ⁽⁵⁾	6,791,928	—
	8/29/2023	—	—	—	—	—	—	152,490 ⁽⁵⁾	7,702,270	—
David Sangster	RSUs									
	10/2/2020	—	—	—	—	11,788 ⁽¹¹⁾	595,412	—	—	—
	10/11/2021	—	—	—	—	15,099 ⁽⁴⁾	762,650	—	—	—
	8/25/2022	—	—	—	—	56,250 ⁽⁶⁾	2,841,188	—	—	—
	8/29/2023	—	—	—	—	41,300 ⁽⁷⁾	2,086,063	—	—	—

Name	Option Awards						Stock Awards			Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Rights That Have Not Vested ⁽¹⁾
	Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)	Shares, Units or Rights That Have Not Vested (#)		
	PRSUs									
	10/11/2021	—	—	—	—	—	—	70,437 ⁽⁵⁾	3,557,773	
	8/25/2022	—	—	—	—	—	—	134,467 ⁽⁵⁾	6,791,928	
	8/29/2023	—	—	—	—	—	—	101,660 ⁽⁵⁾	5,134,847	
Brian Martin	RSUs									
	7/10/2024	—	—	—	—	45,199 ⁽¹³⁾	2,283,001	—	—	
Tyler Wall ⁽¹⁴⁾	—	—	—	—	—	—	—	—	—	

(1) Based on the closing price per share of our Class A common stock as reported on The Nasdaq Global Select Market on July 31, 2024, which was \$50.51.

(2) 25% of the RSUs vested on December 15, 2022, with the remainder in 12 equal quarterly installments, with the first quarterly installment having vested on March 15, 2023, subject to continued service to us through each vesting date.

(3) The PRSUs were subject to stock price-based milestones. The first milestone required achievement of an average closing price per share of our Class A common stock of \$32.09 for a 30 consecutive calendar day period. The second milestone required achievement of an average closing price per share of our Class A common stock of \$38.51 for a 30 consecutive calendar day period. Achievement of the first milestone resulted in 67% of the 703,117 PRSUs becoming eligible to vest. Achievement of both milestones resulted in 133% of the 703,117 PRSUs becoming eligible to vest. Upon achievement, 25% of the eligible PRSUs vested on December 15, 2021, with 1/16th of the eligible PRSUs vesting quarterly thereafter, subject to continued service to us through each vesting date.

(4) The RSUs vest in 16 equal quarterly installments, with the first quarterly installment having vested on December 15, 2021 subject to continued service to us through each vesting date.

(5) The PRSUs are eligible to vest in up to three installments based on the TSR of our company relative to the TSR of companies in the Nasdaq Composite Index over one-, two-, and three-year performance periods beginning in the fiscal year granted. PRSUs that become eligible to vest based on performance vest on September 15 following the period, subject to continued service through the vesting date. The total number of PRSUs that are eligible to vest range from 0% to 200% of the target number of PRSUs, except that the achievement percentage is capped at 100% for the first two performance periods. Up to one-third of the target number of PRSUs are eligible to vest as a result of performance for each of the first two performance periods. The achievement percentage is (i) 0% if our TSR ranks below the 25th percentile of the indexed companies, (ii) 50% if our TSR ranks at the 25th percentile of the indexed companies, (iii) 100% if our TSR ranks at the 50th percentile of the indexed companies, and (iv) 200% if our TSR ranks at or above the 75th percentile of the indexed companies. If our TSR ranks between these percentile thresholds, the achievement percentage is determined using linear interpolation. 100% of the target number of PRSUs (as may be increased as a result of any achievement percentage in excess of target) will be eligible to vest with respect to the third performance period, less any PRSUs already vested in the first two performance periods. The PRSUs are subject to a maximum value cap that limits the total value that may become eligible to vest at the end of the third performance period, with the achievement percentage for the period subject to reduction so that the product of the ending price per share at the end of the period multiplied by the achievement percentage cannot exceed: \$145.92 for the awards granted October 11, 2021; \$89.70 for the awards granted August 5, 2022; and \$144.40 for the awards granted August 29, 2023. As of July 31, 2024, our TSR ranked above the 75th percentile of the companies in the Nasdaq Composite Index for each respective performance period, therefore the values reported reflect maximum achievement, including the impact of the applicable value cap on the awards granted in fiscal year 2023.

(6) The RSUs vest in 16 equal quarterly installments, with the first quarterly installment having vested on December 15, 2022, subject to continued service to us through each vesting date.

(7) The RSUs vest in 16 equal quarterly installments, with the first quarterly installment having vested on December 15, 2023, subject to continued service to us through each vesting date.

(8) The PRSUs are eligible to vest at the target level of stock price performance and become eligible to vest in a range from 0% to 200% of the target number based on actual performance achieved relative to the following stock price hurdles at any time during the Performance Period: (i) 100% of the PRSUs for a stock price hurdle of \$70, (ii) 150% of the PRSUs for a stock price hurdle of \$80, and (iii) 200% of the PRSUs for a stock price hurdle of \$90. A stock price hurdle is only achieved if the average closing price of our company's common stock is equal to or greater than the hurdle price for 90 consecutive calendar days. None of the PRSUs become eligible to vest for achievement of a stock price hurdle of less than \$70. In addition, a maximum of 100% of the target number of PRSUs will be eligible to vest if our company's TSR ranks at less than the 50th percentile relative to the TSR of companies in the Nasdaq Composite Index during the Performance Period. Achievement of the stock price hurdles may occur at any time during the Performance Period, but vesting will remain subject to Mr. Ramaswami's continued employment as CEO through September 15, 2027. The values reported reflect achievement at 100% of target.

(9) The PRSUs become eligible to vest upon achievement of specified FCF hurdles, with achievement of 100% of the PRSUs at the target level of FCF performance and additional achievement levels of 150% and 200% of the target number of PRSUs at higher levels of FCF performance. None of the PRSUs are eligible to vest if performance is below the target level of FCF performance. The target level FCF was set relative to our company's internal long-term plans and requires strong performance over the Performance Period to be achieved. FCF will be measured over

the last four completed fiscal quarters ending on the last day of the Performance Period on July 31, 2027. Linear interpolation will not apply in the case of achievement between the 100%, 150% and 200% payout percentage levels. PRSU vesting remains subject to Mr. Ramaswami's continued employment as CEO through September 15, 2027. The values reported reflect achievement at 100% of target.

- (10) The PRSUs become eligible to vest upon achievement of specified ARR hurdles, with achievement of 100% of the PRSUs at the target level of ARR performance and additional achievement levels of 150% and 200% of the target number of PRSUs at higher levels of ARR performance. None of the PRSUs are eligible to vest if performance is below the target level of ARR performance. The target level ARR was set relative to our company's internal long-term plans and requires strong performance over the Performance Period to be achieved. ARR will be measured as of the last day of the Performance Period on July 31, 2027. Linear interpolation will not apply in the case of achievement between the 100%, 150% and 200% payout percentage levels. PRSU vesting remains subject to Mr. Ramaswami's continued employment as CEO through September 15, 2027. The values reported reflect achievement at 100% of target.
- (11) The RSUs vest in 16 equal quarterly installments, with the first quarterly installment having vested on December 15, 2020, subject to continued service to us through each vesting date.
- (12) The RSUs vest in 16 equal quarterly installments, with the first quarterly installment having vested on September 15, 2022, subject to continued service to us through each vesting date.
- (13) The RSUs vest 25% on September 15, 2025 and the remainder in 12 equal quarterly installments, with the first quarterly installment vesting on December 15, 2025, subject to continued service to us through each vesting date.
- (14) Mr. Wall had no outstanding equity awards as of July 31, 2024.

2024 Option Exercises and Stock Vested Value

The following table presents, for each of our NEOs, the shares of our Class A common stock that were acquired upon the exercise of stock options and vesting of RSU and PRSU awards and the related value realized during fiscal year 2024.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ⁽¹⁾ (\$)
Rajiv Ramaswami	—	—	617,207	28,938,271
Rukmini Sivaraman	—	—	150,222	6,807,606
David M. Sangster	—	—	158,821	7,009,272
Brian Martin	—	—	—	—
Tyler Wall	—	—	110,387	4,870,715

- (1) The value realized upon vesting of RSUs or PRSUs is calculated by multiplying the number of shares vested by the closing price per share of our Class A common stock as reported on The Nasdaq Global Select Market on the applicable vesting date (or, in the event the applicable vesting date occurs on a holiday or weekend, the closing price per share of our Class A common stock as reported on The Nasdaq Global Select Market on the immediately preceding trading day).

Employment Arrangements

Employment Arrangements with Named Executive Officers

We have entered into employment agreements with each of our currently employed NEOs. Each of these arrangements was negotiated on our behalf by the Compensation Committee or our then current CEO.

Typically, these arrangements provide for at-will employment and set forth the initial terms and conditions of employment of each NEO, including base salary, target annual incentive opportunity, standard employee benefit plan participation, a recommendation for initial equity awards and in certain cases the circumstances, if applicable, under which post-employment compensation or vesting acceleration terms might apply. These offers of employment were each subject to execution of a standard proprietary information and invention agreement and proof of identity and work eligibility in the United States.

Rajiv Ramaswami

We entered into an employment letter with Rajiv Ramaswami, our President and Chief Executive Officer, on December 7, 2020. The employment letter has an indefinite term and Mr. Ramaswami's employment is at-will. Mr. Ramaswami's current annual base salary is \$800,000, and he is currently eligible to earn annual incentive compensation with a target equal to 100% of annual base salary based upon achievement of targets determined by our Board or the Compensation Committee for each fiscal year.

In connection with his hire, Mr. Ramaswami was granted 378,601 RSUs and a target number of 703,117 PRSUs under our 2016 Equity Incentive Plan. 25% of the RSUs vested on December 15, 2021, with 1/16th of the RSUs vesting quarterly thereafter, subject to continued service to us through each vesting date. The PRSUs were subject to stock price-based milestones. The first milestone required achievement of an average closing price per share of our Class A common stock of \$32.09 for a 30 consecutive calendar day period. The second milestone required achievement of an average closing price per share of our Class A common stock of \$38.51 for a 30 consecutive calendar day period. In October 2021, the Compensation Committee determined that the second milestone was achieved, resulting in 133% of the 703,117 PRSUs becoming eligible to vest. Upon achievement, 25% of the eligible PRSUs vested on December 15, 2021, with 1/16th of the eligible PRSUs vesting quarterly thereafter, subject to continued service to us through each vesting date. For additional details regarding Mr. Ramaswami's equity awards, see "[Executive Compensation – Executive Compensation Tables](#)" above.

Mr. Ramaswami is a participant in our Executive Severance Policy and our Change of Control and Severance Policy, both of which are described below.

Rukmini Sivaraman

We entered into an employment letter with Rukmini Sivaraman in connection with her promotion to Chief Financial Officer on April 10, 2022. The employment letter has an indefinite term and Ms. Sivaraman's employment is at-will. Ms. Sivaraman's current annual base salary is \$475,000, and she is currently eligible to earn annual incentive compensation with a target equal to 75% of annual base salary based upon achievement of targets determined by our Board or the Compensation Committee for each fiscal year.

In connection with her promotion, Ms. Sivaraman was granted 76,161 RSUs under our 2016 Equity Incentive Plan. 1/16th of the RSUs vested on September 15, 2022, with 1/16th of the RSUs vesting quarterly thereafter, subject to continued service to us through each vesting date. For additional details regarding Ms. Sivaraman's outstanding equity awards, see "[Executive Compensation – Executive Compensation Tables](#)" above.

Ms. Sivaraman is a participant in our Executive Severance Policy and our Change of Control and Severance Policy, both of which are described below.

David M. Sangster

We entered into an employment letter with David Sangster, our Chief Operating Officer, on October 17, 2011. The employment letter has an indefinite term and Mr. Sangster's employment is at-will. Mr. Sangster's current annual base salary is \$475,000, and he is currently eligible to earn annual incentive compensation with a target equal to 75% of annual base salary based upon achievement of targets determined by our Board or the Compensation Committee for each fiscal year.

In connection with his hire, Mr. Sangster was granted a stock option under our 2010 Stock Plan and option agreement to purchase 350,000 shares of our Class A common stock. That option has since vested in full and has been exercised by Mr. Sangster. For additional details regarding Mr. Sangster's equity awards, see "[Executive Compensation – Executive Compensation Tables](#)" above.

Mr. Sangster is a participant in our Executive Severance Policy and our Change of Control and Severance Policy, both of which are described below.

On August 30, 2024, Mr. Sangster notified us of his decision to retire as Chief Operating Officer, effective October 31, 2024. As part of Mr. Sangster's transition, we and Mr. Sangster entered into a senior advisor agreement under which he has agreed to provide advisory services to us following his retirement date until December 31, 2024 for \$10,000 per month.

Brian Martin

We entered into an employment letter with Brian Martin, our Chief Legal Officer, on April 29, 2024. The employment letter has an indefinite term and Mr. Martin's employment is at-will. Mr. Martin's annual base salary is \$475,000, and he is currently eligible to earn annual incentive compensation with a target equal to 75% of annual base salary based upon achievement of targets determined by our Board or the Compensation Committee for each fiscal year.

Per the terms of his offer letter, Mr. Martin was granted 45,199 RSUs under the 2016 Equity Incentive Plan. 25% of the RSUs will vest on December 15, 2025, with 1/16th of the RSUs vesting quarterly thereafter, subject to continued service to us through each vesting date. For additional details regarding Mr. Martin's outstanding equity awards, see "[Executive Compensation – Executive Compensation Tables](#)" above. The offer letter also provided for a grant of PRSUs to be granted in the first quarter of fiscal year 2025, consistent with the terms and conditions of PRSUs granted to other executives, and subject to the approval of the Compensation Committee.

Mr. Martin is a participant in our Executive Severance Policy and our Change of Control and Severance Policy, both of which are described below.

Severance and Change in Control-Related Benefits

Executive Severance Policy

We have an Executive Severance Policy, pursuant to which a designated employee is eligible to receive severance benefits in lieu of any other severance payments and benefits, subject to the employee signing a participation agreement, in connection with the involuntary termination of their employment under the circumstances described in our Executive Severance Policy. Generally, upon a termination of the eligible employee either (i) by us, other than for cause, death, or disability, or (ii) by the applicable eligible employee on account of a Constructive Termination (as defined below, and such termination, "Qualified Termination"), then our Executive Severance Policy provides for:

- (1) a lump sum payment equal to the participant's annual base salary, as in effect immediately prior to the participant's Qualified Termination or, if the termination is due to a resignation for Constructive Termination based on a material reduction in annual base salary, immediately prior to such reduction, multiplied by 100% for each of our NEOs, and
- (2) payment or reimbursement, at our sole discretion, of the cost of continued health benefits for a period of up to twelve months for each of our NEOs.

In order to receive severance benefits under our Executive Severance Policy, a participant must timely execute, and not revoke, a release of claims in favor of us.

For purposes of our Executive Severance Policy, constructive termination ("Constructive Termination") means the eligible employee's termination of his or her employment after the occurrence of one or more of the following events without the applicable eligible employee's express written consent:

- (1) a reduction in substantially all of the applicable eligible employee's responsibilities relative to his or her responsibilities in effect immediately prior to such reduction (provided, however, that, a change in title or reporting structure, without more, shall not constitute a Constructive Termination), and
- (2) a reduction by us in the applicable eligible employee's rate of annual base salary by more than 25% within a single calendar year (provided, however, that, a reduction of annual base salary that also applies to substantially all other similarly situated employees of our company shall not constitute a Constructive Termination).

In order for the applicable eligible employee's termination of his or her employment to be a Constructive Termination, the eligible employee must not terminate employment with us without first providing us with written notice of

the acts or omissions constituting the grounds for Constructive Termination within 90 days of the initial existence of the grounds for Constructive Termination and a cure period of 30 days following our receipt of written notice, such grounds must not have been cured during such time, and the eligible employee must terminate his or her employment within 30 days following such cure period.

Change of Control and Severance Policy

We have a Change of Control and Severance Policy, pursuant to which a designated employee is eligible to receive severance benefits in lieu of any other severance payments and benefits, subject to the employee signing a participation agreement, in connection with a change of control of our company or in connection with the involuntary termination of their employment under the circumstances described in our Change of Control and Severance Policy. Each of our NEOs is a participant in our Change of Control and Severance Policy. Generally, if a participant's employment is terminated within three months prior to or 12 months following the consummation of a change in control, which such period is referred to as the change of control period, either by us or a subsidiary of ours other than for cause, death or disability or by the participant for good reason, then our Change of Control and Severance Policy provides that:

- (1) the applicable percentage of the then-unvested shares subject to each of the participant's then-outstanding time-based equity awards will immediately vest and become exercisable, with such percentage being 100% for each of our NEOs,
- (2) for performance-based equity, the equity vesting benefit will be the amount that would have vested (a) based on actual performance, if performance has been measured or is measurable at the change in control; otherwise (b) at target level of performance,
- (3) a lump sum payment equal to the participant's annual base salary, as in effect immediately prior to the participant's termination or, if the termination is due to a resignation for good reason based on a material reduction in base salary, immediately prior to such reduction, or immediately prior to the change in control, whichever is greater, multiplied by 100% for each of our NEOs,
- (4) a lump sum payment equal to the participant's target annual incentive as in effect for the fiscal year in which his or her termination of employment occurs, multiplied by 100% for each of our NEOs, and
- (5) payment or reimbursement of the cost of continued health benefits for a period of up to 12 months for each of our NEOs.

In order to receive severance benefits under our Change of Control and Severance Policy, a participant must timely execute and not revoke a release of claims in favor of us. In addition, our Change of Control and Severance Policy provides that, if any payment or benefits to a participant, including the payments and benefits under our Change of Control and Severance Policy, would constitute a parachute payment within the meaning of Section 280G of the Code, and would therefore be subject to an excise tax under Section 4999 of the Code, then such payments and benefits will be either (i) reduced to the largest portion of the payments and benefits that would result in no portion of the payments and benefits being subject to the excise tax, or (ii) not reduced, whichever, after taking into account all applicable federal, state and local employment and income taxes and the excise tax, results in the participant's receipt, on an after-tax basis, of the greater payments and benefits.

For purposes of each of our Change of Control and Severance Policy and our Executive Severance Policy, cause ("Cause") means any of the following reasons (with any references to us interpreted to include any subsidiary, parent, affiliate or successor of ours):

- the participant's repeated willful failure to perform his or her duties and responsibilities to us or the participant's material violation of any material written policy of ours;
- the participant's commission of any act of fraud, embezzlement or any other willful misconduct that has caused or is reasonably expected to result in injury to us;
- the participant's unauthorized use or disclosure of any proprietary information or trade secrets of ours or any other party to whom the participant owes an obligation of nondisclosure as a result of his or her relationship with us; or
- the participant's material breach of any of his or her obligations under any written agreement or covenant with us.

Where the facts giving rise to Cause are capable of being remedied, we are required to provide written notice to the participant of the facts giving rise to Cause and provide the participant with 30 calendar days with which to reasonably remedy such facts.

For purposes of our Change of Control and Severance Policy, good reason means the participant's termination of his or her employment in accordance with the next sentence after the occurrence of one or more of the following events without the participant's express written consent:

- a material reduction of the participant's duties, authorities or responsibilities relative to the participant's duties, authorities or responsibilities in effect immediately prior to such reduction (which, in the case of our CEO, includes ceasing to act as the CEO of the combined entity following the change of control);
- a material reduction by us in the participant's rate of annual base salary; provided, however, that, a reduction of annual base salary that also applies to substantially all other similarly situated employees of ours will not constitute good reason;
- a material change in the geographic location of the participant's primary work facility or location; provided, that a relocation of less than 35 miles from the participant's then present location will not be considered a material change in geographic location; or
- our failure to obtain from any successor or transferee of ours an express written and unconditional assumption of our obligations to the participant under our Change of Control and Severance Policy.

In order for the participant's termination of his or her employment to be for good reason, the participant must not terminate employment with us without first providing us with written notice of the acts or omissions constituting the grounds for good reason within 90 days of the initial existence of the grounds for good reason and a cure period of 30 days following the date of written notice, such grounds must not have been cured during such time, and the participant must terminate his or her employment within 30 days following the expiration of our 30-day cure period.

Potential Payments Upon Termination or Change in Control

The following table sets forth the estimated payments that would be received by each of our NEOs who remained employed with us as of July 31, 2024 if (i) pursuant to the terms of our Executive Severance Policy, a hypothetical termination of employment by us (other than for cause, death, or disability) or a hypothetical termination by the officer on account of a Constructive Termination had occurred on July 31, 2024 and (ii) pursuant to the terms of our Change of Control and Severance Policy, a hypothetical termination of employment by us (other than for cause, death, or disability) or a hypothetical termination by the officer for good reason in connection with a change in control of our company had occurred on July 31, 2024. The table below reflects amounts that would have been payable to the NEO assuming that, if applicable, the hypothetical termination occurred on July 31, 2024, and, if applicable, a change in control of our company also occurred on that date.

Name	Salary Severance ⁽¹⁾ (\$)	Annual Incentive Severance ⁽²⁾ (\$)	Value of Accelerated Vesting ⁽³⁾ (\$)	Other (\$)	Continuation of Medical Benefits ⁽⁴⁾ (\$)	Total (\$)
Rajiv Ramaswami						
Involuntary or Constructive Termination ⁽⁵⁾	800,000	—	—	—	32,323	832,323
Termination in connection with a Change in Control ⁽⁶⁾	800,000	800,000	113,187,404	—	32,323	114,819,727
Rukmini Sivaraman						
Involuntary or Constructive Termination ⁽⁵⁾	475,000	—	—	—	33,631	508,631
Termination in connection with a Change in Control ⁽⁶⁾	475,000	356,250	26,972,694	—	33,631	27,837,575
David M. Sangster						
Involuntary or Constructive Termination ⁽⁵⁾	475,000	—	—	—	33,631	508,631
Termination in connection with a Change in Control ⁽⁶⁾	475,000	356,250	22,264,353	—	33,631	23,129,234
Brian Martin						
Involuntary or Constructive Termination ⁽⁵⁾	475,000	—	—	—	33,631	508,631
Termination in connection with a Change in Control ⁽⁶⁾	475,000	356,250	2,283,001	—	33,631	3,147,882
Tyler Wall						
Retirement Transition Agreement ⁽⁷⁾	—	—	—	1,350,000	30,975	1,380,975

(1) The amounts reported in this column reflect a lump-sum payment equal to 100% of the NEO's annual base salary as of July 31, 2024 under our Executive Severance Policy and a lump-sum payment equal to 100% of the NEO's annual base salary as of July 31, 2024 under our Change of Control and Severance Policy.

(2) The amounts reported in this column reflect a lump-sum payment equal to 100% of the NEO's annual incentive target for fiscal year 2024 under our Change of Control and Severance Policy.

- (3) The amounts reported in this column reflect RSU and PRSU payment values based upon the closing price of our Class A common stock of \$50.51 as reported on The Nasdaq Global Select Market on July 31, 2024. For unearned outstanding annual PRSUs as of July 31, 2024, our TSR ranked above the 75th percentile of the companies in the Nasdaq Composite Index for each respective performance period, therefore the values reported reflect maximum achievement, including the impact of the applicable value cap on the awards granted in fiscal year 2023. For Mr. Ramaswami's supplemental long-term performance-based equity award, the value reported assumes achievement at 100% of target.
- (4) The amounts reported in this column reflect the cost of COBRA continuation coverage based on elected level of healthcare coverage (medical, dental and vision) for twelve months under our Executive Severance Policy and for twelve months under our Change of Control and Severance Policy.
- (5) Termination by Nutanix (other than for cause, death, or disability) or termination by officer on account of Constructive Termination
- (6) Termination by Nutanix (other than for cause, death, or disability) or termination by officer for good reason in connection with a change in control.
- (7) In February 2024 Mr. Wall notified our company of his decision to retire. In order to provide adequate time to identify a successor and ensure an orderly transition of his responsibilities, our company reached an agreement with Mr. Wall to continue his employment through June 2024 in exchange for a retention payment post-separation of \$1.35 million and COBRA benefit payments for 12 months. As a result of his retirement, Mr. Wall forfeited his unvested stock awards and annual incentive (Non-Equity Incentive Plan Compensation).

CEO Pay Ratio

In accordance with Item 402(u) of Regulation S-K, promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we are providing (i) the ratio of the annual total compensation of our President and CEO, Rajiv Ramaswami, to (ii) the annual total compensation of our median employee, both calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

For fiscal year 2024:

- the annual total compensation of our President and CEO was \$51,141,711;
- the annual total compensation of our median employee was \$140,339; and
- the ratio of the annual total compensation of our President and CEO to the annual total compensation of our median employee was 364:1.

We believe this ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Exchange Act.

We selected July 31, 2024 as the date on which to determine our employee population and the median employee. In determining this population, we included all worldwide full-time and part-time employees other than our President and CEO. We did not include any contractors in our employee population. As permitted by SEC rules, to identify our median employee, we elected to use total target cash compensation plus the grant date fair market value of equity awards, if any, as our consistently applied compensation measure, which we refer to herein as total target compensation and calculated as (i) base salary and target annual incentive as of July 31, 2024, and (ii) the grant date fair market value of equity awards issued during the previous twelve months. For employees paid in a currency other than U.S. dollars, we converted their compensation to U.S. dollars using the exchange rates used by us for various financial and accounting purposes in effect on July 31, 2024. To identify our median employee, we then calculated the total target direct compensation for our global employee population and excluded employees at the median who had anomalous compensation characteristics.

The SEC rules for identifying the median employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. Consequently, the pay ratio reported by other companies may not be comparable to the pay ratio reported by us, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

Pay Versus Performance

In accordance with Item 402(v) of Regulation S-K, below is a comparison of compensation actually paid (“CAP”) and certain measures of financial performance. For further information concerning our compensation philosophy and how we align executive compensation with performance, refer to the “Executive Compensation – Compensation Discussion and Analysis” section.

Fiscal Year (a)	Value of Initial Fixed \$100 Investment Based On:									
	SCT Total for First PEO ⁽¹⁾ (b)(\$)	CAP for First PEO ^(2,7) (c)(\$)	SCT Total for Second PEO ^(1,3) (b)(\$)	CAP for Second PEO ^(2,3) (c)(\$)	Avg. SCT Total for Non-PEO NEOs ⁽¹⁾ (d)(\$)	Avg. CAP for Non-PEO NEOs ⁽⁷⁾ (e)(\$)	Total Shareholder Return ⁽⁴⁾ (f)(\$)	Peer Group Total Shareholder Return ⁽⁴⁾ (g)(\$)	Net Income (Loss) ⁽⁵⁾ (in thousands) (h)(\$)	Company Selected Measure: Annual Recurring Revenue ⁽⁶⁾ (in thousands) (i)(\$)
2024	51,143,711	97,948,820	N/A	N/A	4,810,466	8,792,715	228	221	(124,775)	1,907,982
2023	14,845,940	38,679,011	N/A	N/A	5,475,467	11,092,941	136	164	(254,560)	1,561,981
2022	12,928,676	3,241,068	N/A	N/A	4,990,357	(2,699,520)	68	129	(798,946)	1,202,438
2021	37,808,805	30,852,801	181,250	(4,475,791)	4,611,376	10,050,763	162	146	(1,035,589)	878,733

(1) Total compensation as set forth in the “Executive Compensation – Executive Compensation Tables – Fiscal Year 2024 Summary Compensation Table” (“SCT”) above. Mr. Ramaswami has served as our Principal Executive Officer (“PEO”) since his hire on December 9, 2020 (“First PEO”). The individuals comprising the PEO and Non-PEO NEOs for each year are listed in the table below.

Name	PEO				Non-PEO NEOs			
	2021	2022	2023	2024	2021	2022	2023	2024
Rajiv Ramaswami	✓	✓	✓	✓				
Dheeraj Pandey	✓							
Rukmini Sivaraman						✓	✓	✓
David Sangster					✓	✓	✓	✓
Tyler Wall					✓	✓	✓	✓
Brian Martin								✓
Duston Williams					✓	✓		
Christopher Kaddaras Jr.					✓			

- (2) For each covered year, the values included in column (c) for the CAP to our PEO and in column (e) for the average CAP to our non-PEO NEOs reflect the adjustments set forth below. CAP does not mean these amounts were earned or paid during the year. CAP is an amount derived from the starting point of total compensation as presented in the SCT under the methodology prescribed under the SEC’s rules, which is solely based on adjustments to equity award values. Nutanix does not maintain a pension plan and does not pay dividends on its common stock so no adjustments for these factors were necessary. There are no material differences between the assumptions used to compute the valuation of the equity awards for calculating the CAP from the assumptions used to compute the valuation of the equity awards as of the grant date.
- (3) Mr. Pandey previously served as our CEO before retiring from Nutanix in December 2020 (“Second PEO”). We have included Mr. Pandey in the table above in accordance with Item 402(v) of Regulation S-K. However, Mr. Pandey has been excluded from the tables and graphs below as we do not believe Mr. Pandey’s further inclusion is material to any conclusions that may be drawn from this analysis.
- (4) Cumulative TSR represents the value of an initial fixed investment of \$100 on July 31, 2020 in the company (column (f)) and the Nasdaq Computer Index (column (g)) for the fiscal years ended July 31, 2021, 2022, 2023 and 2024. The Nasdaq Computer Index is also used in our performance graph in our Annual Report on Form 10-K for our fiscal year ended July 31, 2024 filed with the SEC on September 19, 2024.
- (5) The dollar amounts reported represent the amount of net income (loss) reflected in our audited financial statements for the applicable year in accordance with accounting principles generally accepted in the United States.
- (6) ARR for any given period is defined as the sum of ACV for all non life-of-device contracts in effect as of the end of a specific period. For the purposes of this calculation, we assume that the contract term begins on the date a contract is booked, unless the terms of such contract prevent us from fulfilling our obligations until a later period, and irrespective of the periods in which we would recognize revenue for such contract. ACV is defined as the total annualized value of a contract, excluding amounts related to professional services and hardware. The total annualized value for a contract is calculated by dividing the total value of the contract by the number of years in the term of such contract, using, where applicable, an assumed term of five years for contracts that do not have a specified term.
- (7) The table below shows the adjustments made to the SCT totals (columns (b) and (d) above) for our First PEO and average for non-PEO NEOs to determine CAP for fiscal year 2024 (columns (c) and (e) above).

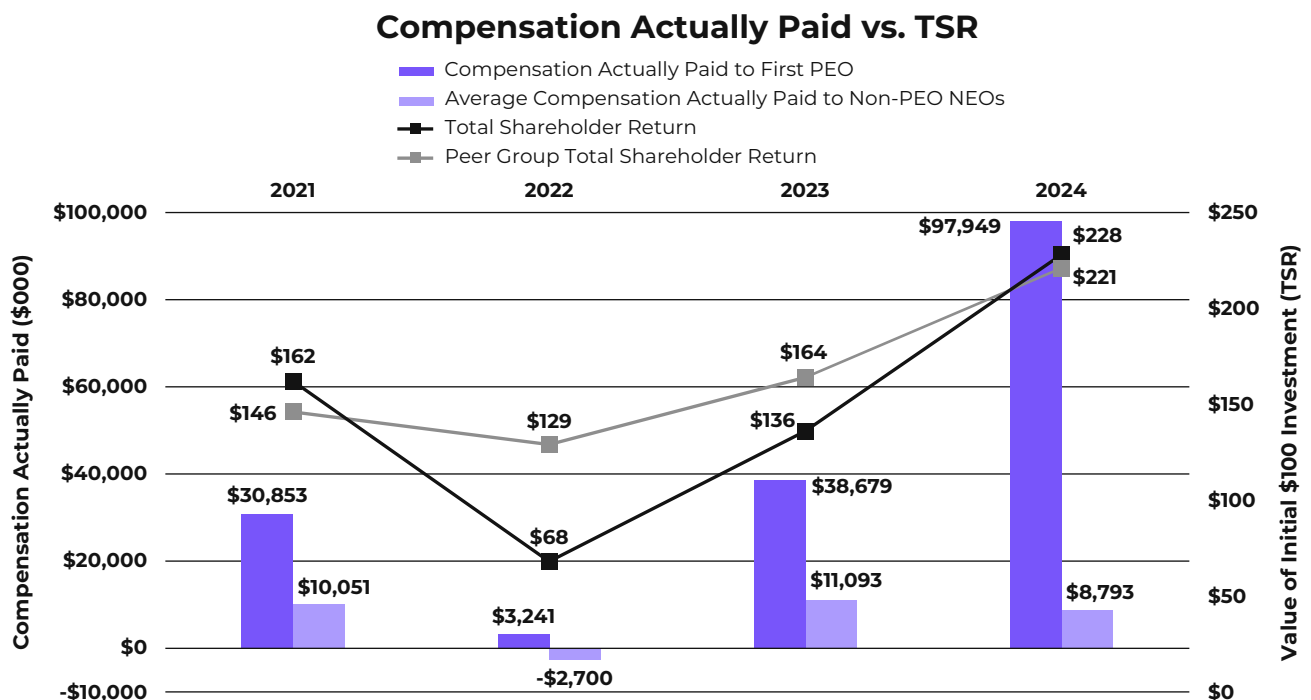
	PEO (\$)	Average for Non-PEO NEOs (\$)
Summary Compensation Table - Total Compensation (columns (b) and (d))	51,143,711	4,810,466
- Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year	49,781,703	3,968,879
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year	63,997,025	4,415,419
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years	23,206,675	3,731,194
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year	2,596,611	432,748
+ Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	6,786,500	723,399
- Fair Value as of Prior Fiscal Year-End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year	—	1,351,633
= Compensation Actually Paid (columns (c) and (e))	97,948,820	8,792,715

Analysis of Information Presented in the Pay Versus Performance Table

As described in more detail in the section “[Executive Compensation—Compensation Discussion and Analysis](#),” our company’s executive compensation program reflects a pay-for-performance philosophy. While our company uses several performance measures to align executive compensation with performance, we do not seek to align our company’s performance measures with CAP (as calculated in accordance with SEC rules).

Relationship Between CAP and TSR

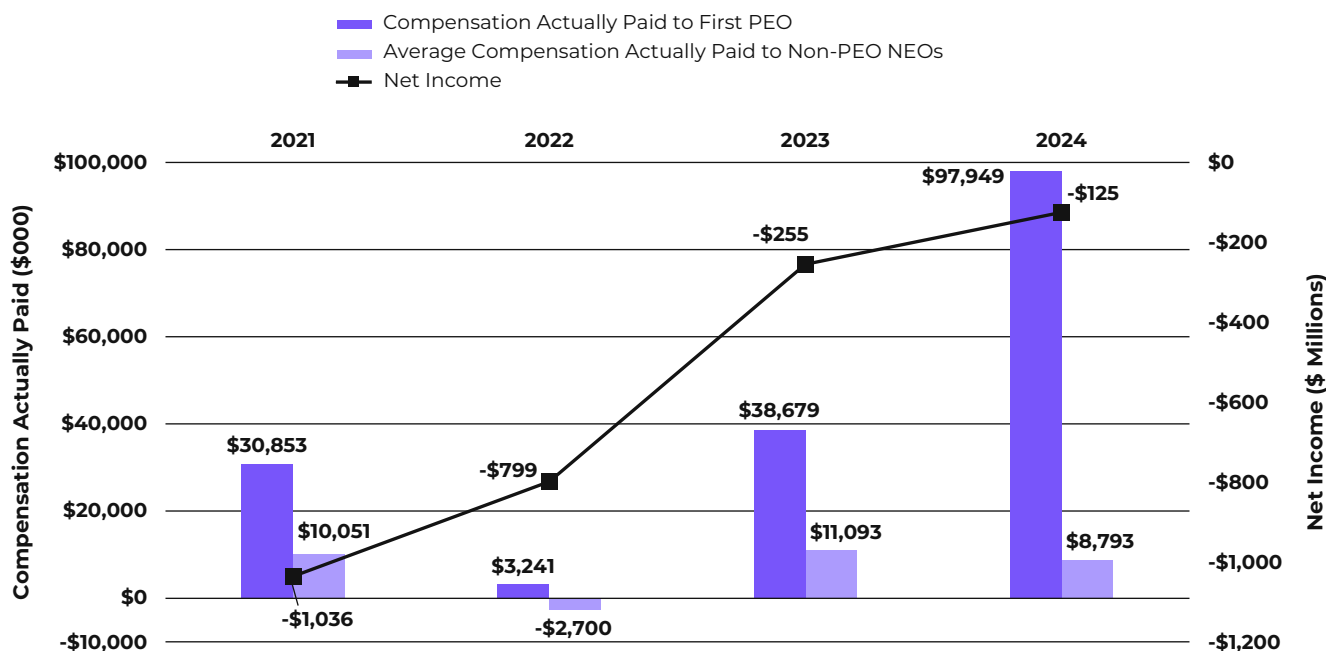
The chart below (i) illustrates the relationship between the amount of CAP to our PEO, the average amount of CAP to our non-PEO NEOs, and the company’s cumulative TSR over the four most recently completed fiscal years; and (ii) compares our cumulative TSR over the four most recently completed fiscal years to that of the Nasdaq Computer Index.



Relationship Between CAP and Net Income

The chart below illustrates the CAP to our PEO, the average CAP to our non-PEO NEOs, and our reported GAAP net income for each of the four most recently completed fiscal years.

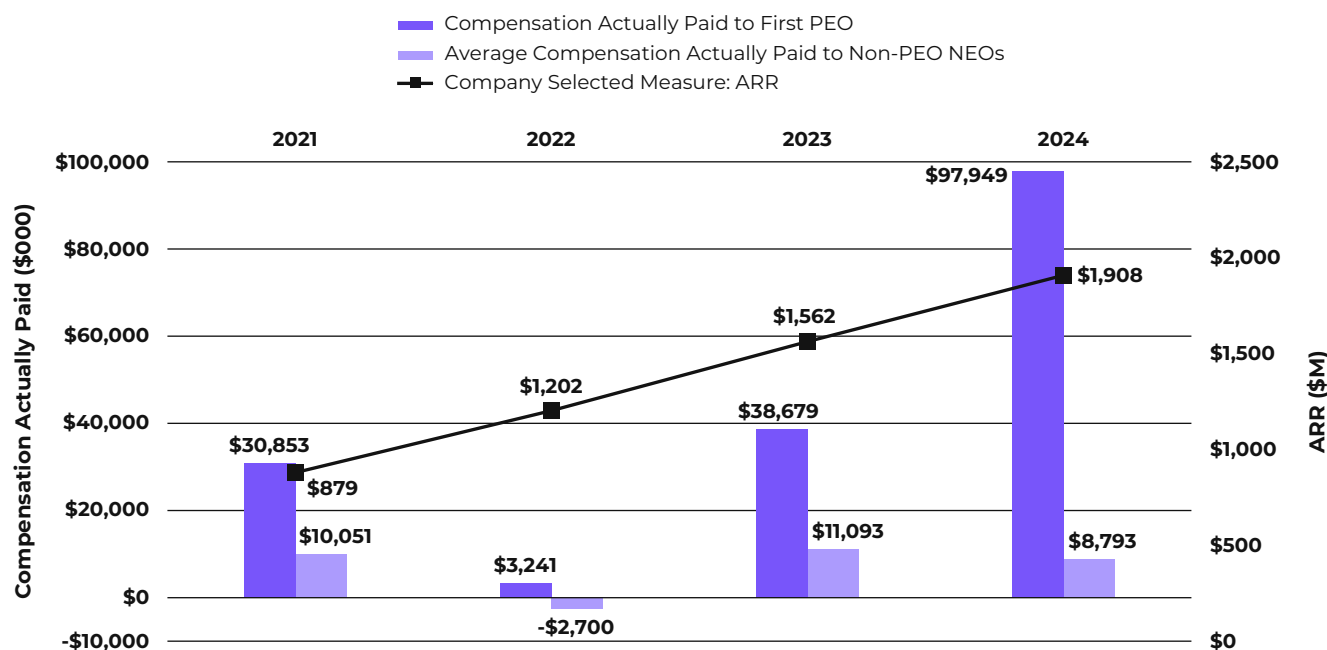
Compensation Actually Paid vs. Net Income



Relationship Between CAP and ARR

The chart below illustrates the CAP to our PEO, the average CAP to our non-PEO NEOs, and our reported ARR for each of the four most recently completed fiscal years.

Compensation Actually Paid vs. ARR



We have identified the following performance measures (in no specific order) as the most important in aligning the compensation of our NEOs to our financial performance for fiscal year 2024:

Tabular List of Most Important Performance Measures

ARR

Non-GAAP Operating Expenses (excluding commissions)

Relative Total Shareholder Return

Employee Engagement

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of July 31, 2024. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights ⁽¹⁾	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ⁽²⁾	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) ⁽³⁾
Equity plans approved by stockholders	22,433,179	\$11.26	30,711,134
Equity plans not approved by stockholders	—	—	—

(1) Includes 258,300 outstanding stock options and 22,174,879 outstanding RSUs.

(2) The weighted average exercise price is calculated based solely on outstanding stock options and does not take into account stock underlying restricted stock units, which generally have no exercise price.

(3) Includes 19,963,904 shares reserved for future equity grants under our 2016 Equity Incentive Plan and 10,747,230 shares reserved for future stock purchase plan awards under our 2016 Employee Stock Purchase Plan. Our 2016 Equity Incentive Plan provides that the total number of shares reserved for issuance under our 2016 Equity Incentive Plan will be automatically increased on the first day of each fiscal year beginning in fiscal year 2018, by an amount equal to the lower of (i) 18,000,000 shares, (ii) 5% of the outstanding shares of all classes of common stock as of the last day of our immediately preceding fiscal year, or (iii) such other amount as our Board may determine. Accordingly, on August 1, 2024, the number of shares of Class A common stock available for issuance under our 2016 Equity Incentive Plan increased by 13,259,036 shares, pursuant to this provision. This increase is not reflected in the table above, which is as of July 31, 2024.

Additional Proposals

Proposal 4: Advisory Vote on the Frequency of Future Stockholder Advisory Votes to Approve the Compensation of Our Named Executive Officers

 Our Board Recommends a **VOTE FOR ONE YEAR** on this Proposal 4.

Background

Section 14A of the Exchange Act also enables our stockholders to indicate their preference at least once every six years regarding how frequently we should solicit an advisory vote on the compensation of our NEOs as disclosed in our proxy statement. Accordingly, we are asking our stockholders to indicate whether they would prefer an advisory say-on-pay vote every one, two or three years. Alternatively, stockholders may abstain from casting a vote.

After careful consideration, our Board has determined that a non-binding advisory vote on the compensation of our NEOs annually is the most appropriate frequency for us, and therefore our Board recommends that you vote for a **ONE YEAR** interval. In formulating its recommendation, our Board considered that given the nature of our compensation programs, an annual vote is appropriate because it would enable our stockholders to provide us with their input on our compensation philosophy, policies and practices on a timely basis, and is consistent with our belief in the importance of engaging our stockholders and obtaining their input on our corporate governance matters and our executive compensation philosophy, policies and practices.

Vote Required

The alternative among one year, two years or three years that receives the highest number of votes from the holders of the shares present at the Annual Meeting or represented by proxy thereat and entitled to vote on the proposal will be deemed to be the frequency preferred by our stockholders. Abstentions and broker non-votes will have no effect on this proposal.

Stockholders are not voting to approve or disapprove the recommendation of our Board, but are instead asked to indicate their preference, on an advisory basis, as to whether the advisory vote on the approval of the compensation of our NEOs should be held every one year, two years or three years.

Our Board and the Compensation Committee value the opinions of our stockholders in this matter and, to the extent there is any significant vote in favor of one time period over another, will take into account the outcome of this vote when making future decisions regarding how often to hold future advisory say-on-pay votes. However, because this is an advisory vote and therefore not binding on our Board or our company, our Board may decide that it is in the best interests of our stockholders that we hold an advisory vote on the compensation of our NEOs more or less frequently than the option preferred by our stockholders. The results of the vote will not be construed to create or imply any change or addition to the fiduciary duties of our Board.

Stock Ownership Information

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of the close of business on October 8, 2024, certain information with respect to the beneficial ownership of our common stock: (i) by each person known by us to be the beneficial owner of more than five percent of the outstanding shares of Class A common stock; (ii) by each of our directors; (iii) by each of our NEOs; and (iv) by all of our current executive officers and directors as a group.

The percentage of shares beneficially owned shown in the table is based on 267,836,148 shares of Class A common stock as of the close of business on October 8, 2024. In computing the number of shares of capital stock beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares of our capital stock with respect to which the individual has the right to acquire beneficial ownership within 60 days of October 8, 2024 through the exercise of any stock option or other right. However, we did not deem such shares of our capital stock outstanding for the purpose of computing the percentage ownership of any other person.

Beneficial ownership is determined in accordance with SEC rules and generally includes any shares over which a person exercises sole or shared voting or investment power. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown beneficially owned by them, subject to applicable community property laws. The information contained in the following table is not necessarily indicative of beneficial ownership for any other purpose, and the inclusion of any shares in the table does not constitute an admission of beneficial ownership of those shares. Except as otherwise noted below, the address for persons listed in the table is c/o Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110. The information provided in the table below is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Shares Beneficially Owned	%
5% Stockholders:		
Entities affiliated with Fidelity ⁽¹⁾	36,476,326	13.6
Entities affiliated with the Vanguard Group ⁽²⁾	24,740,679	9.2
BCPE Nucleon (DE) SPV, LP ⁽³⁾	16,854,032	6.3
Named Executive Officers and Directors:		
Rajiv Ramaswami	639,014	*
Rukmini Sivaraman	192,169	*
David Sangster	123,868	*
Brian Martin	—	*
Tyler Wall	23,371	*
Craig Conway ⁽⁴⁾	33,363	*
Max de Groen ⁽⁵⁾	16,885,044	6.3
Virginia Gambale ⁽⁶⁾	45,302	*
Steven J. Gomo ⁽⁷⁾	70,162	*
David Humphrey ⁽⁸⁾	16,885,044	6.3
Gayle Sheppard ⁽⁹⁾	16,166	*
Brian Stevens ⁽¹⁰⁾	43,247	*
Mark Templeton ⁽¹¹⁾	15,389	*
All current directors and executive officers as a group (12 persons) ⁽¹²⁾	18,094,736	6.8

* Denotes less than 1%

(1) Based on a Schedule 13G/A filed by FMR LLC with the SEC on February 9, 2024, in which it was reported that FMR LLC had sole voting power over 36,475,488 shares and sole dispositive power over 36,476,326 shares. The address for FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.

- (2) Based on a Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024, in which it was reported that The Vanguard Group had shared voting power over 90,806 shares, sole dispositive power over 24,390,134 shares, and shared dispositive power over 350,545 shares. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (3) Based on a Schedule 13D filed by BCPE Nucleon (DE) SPV, LP with the SEC on July 26, 2024, in which it was reported that BCPE Nucleon (DE) SPV, LP had shared voting power over 16,854,032 shares and shared dispositive power over 16,854,032 shares. The address for BCPE Nucleon (DE) SPV, LP is 200 Clarendon Street, Boston, Massachusetts 02116.
- (4) Consists of 33,363 shares of Class A common stock held of record by Mr. Conway.
- (5) Consists of (i) 16,854,032 shares of Class A common stock held directly by BCPE Nucleon (DE) SPV, LP and (ii) 31,012 shares of Class A common stock held of record by Mr. de Groen. Mr. de Groen is a Partner of Bain Capital Investors, LLC, the ultimate general partner of BCPE Nucleon (DE) SPV, LP. Voting and investment decisions with respect to securities held by BCPE Nucleon (DE) SPV, LP are made by the partners of Bain Capital Investors, LLC. As a result, Mr. de Groen may be deemed to share voting and dispositive power with respect to the securities held by BCPE Nucleon (DE) SPV, LP. Mr. de Groen disclaims beneficial ownership of the securities held by BCPE Nucleon (DE) SPV, LP, except to the extent of his pecuniary interest therein.
- (6) Consists of shares 45,302 Class A common stock held of record by Virginia Gambale TTEE Virginia Gambale REV Trust DTD 5/22/2003 for which Ms. Gambale serves as trustee.
- (7) Consists of (i) 3,962 shares of Class A common stock held of record by The Steven and Chris Gomo Trust for which Mr. Gomo serves as trustee, and (ii) 66,200 shares of Class A common stock held of record by The Chris Gomo Legacy Trust, for which Mr. Gomo serves as trustee.
- (8) Consists of (i) 16,854,032 shares of Class A common stock held directly by BCPE Nucleon (DE) SPV, LP and (ii) 31,012 shares of Class A common stock held of record by Mr. Humphrey. Mr. Humphrey is a Partner of Bain Capital Investors, LLC, the ultimate general partner of BCPE Nucleon (DE) SPV, LP. Voting and investment decisions with respect to securities held by BCPE Nucleon (DE) SPV, LP are made by the partners of Bain Capital Investors, LLC. As a result, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the securities held by BCPE Nucleon (DE) SPV, LP. Mr. Humphrey disclaims beneficial ownership of the securities held by BCPE Nucleon (DE) SPV, LP, except to the extent of his pecuniary interest therein.
- (9) Consists of 16,166 shares of Class A common stock held of record by Ms. Sheppard.
- (10) Consists of 43,247 of Class A common stock held of record by Mr. Stevens.
- (11) Consists of 15,389 shares of Class A common stock held of record by Mr. Templeton.
- (12) Consists of 18,094,736 shares of Class A common stock beneficially owned by our current directors and executive officers as a group.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of Nutanix's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of Nutanix.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended July 31, 2024, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with, except that three gifts to a donor advised fund that occurred in October 2021 were reported late on a Form 4 filed for Steven J. Gomo on March 5, 2024.

Other Matters

Our Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons named in the associated proxy intend to vote on such matters in accordance with their best judgment.

We filed our Annual Report on Form 10-K for the fiscal year ended July 31, 2024 with the SEC on September 19, 2024. It is available free of charge at the SEC's website at www.sec.gov. Stockholders can also access this proxy statement and our Annual Report at <http://ir.nutanix.com>, or a copy of our Annual Report is available without charge upon written request to our Secretary at 1740 Technology Drive, Suite 150, San Jose, California 95110.

Questions and Answers about the Annual Meeting

Why did I receive a notice regarding the availability of proxy materials on the Internet?

We have elected to provide access to our proxy materials over the Internet. Accordingly, we have sent you a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials because our Board is soliciting your proxy to vote at the Annual Meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or to request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice.

We mailed the Notice on or about October 22, 2024 to all stockholders of record entitled to vote at the Annual Meeting.

How do I attend and participate in the Annual Meeting online?

We will be hosting the Annual Meeting via live webcast only. Any stockholder can attend the Annual Meeting, live online at www.virtualshareholdermeeting.com/NTNX2024. The webcast will start at 9:00 a.m., Pacific Time. Stockholders may vote and submit questions while attending the meeting online. The webcast will open 15 minutes before the start of the meeting. In order to enter the meeting, you will need the control number. The control number will be included in the Notice or on your proxy card if you are a stockholder of record of shares of common stock or included with your voting instructions received from your broker, bank or other agent if you hold your shares of common stock in a "street name." Instructions on how to attend and participate online are available at www.virtualshareholdermeeting.com/NTNX2024.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on October 8, 2024, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. As of the close of business on the record date, there were 267,836,148 shares of Class A common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, as of the close of business on the record date, your shares of Class A common stock were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are a stockholder of record. As a stockholder of record, you may vote online during the meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If, as of the close of business on the record date, your shares of Class A common stock were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice will be forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the virtual Annual Meeting. Since you are not the stockholder of record, you may vote your shares online during the Annual Meeting only by following the instructions from your broker, bank or other agent.

What matters am I voting on?

There are four matters scheduled for a vote:

- the election of three Class I and three Class II directors to hold office until the annual meeting of stockholders to take place after the end of fiscal year ending July 31, 2025;
- the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2025;
- the approval, on a non-binding advisory basis, of the compensation of our NEOs; and
- the approval, on a non-binding advisory basis, of the frequency of future stockholder advisory votes on the compensation of our NEOs.

How do I vote?

The procedures for voting are as follows:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote online during the Annual Meeting, vote by proxy through the Internet, vote by proxy over the telephone, or vote by proxy using a proxy card that you may request. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Annual Meeting, you may still attend online and vote during the meeting, in which case your previously submitted proxy will be disregarded.

- To vote online during the Annual Meeting, follow the provided instructions to join the meeting at www.virtualshareholdermeeting.com/NTNX2024, starting at 9:00 a.m., Pacific Time, on December 13, 2024.
- To vote online before the Annual Meeting, go to www.proxyvote.com.
- To vote by toll-free telephone, call 1-800-690-6903 if you are a stockholder of record or 1-800-454-8683 if you are a “beneficial” stockholder (be sure to have your Notice or proxy card in hand when you call).
- To vote by mail, simply complete, sign and date the proxy card or voting instruction card, and return it promptly in the envelope provided.

If we receive your vote by Internet or phone or your signed proxy card up until 11:59 p.m., Eastern Time, the day before the Annual Meeting, we will vote your shares as you direct.

To vote, you will need the control number. The control number will be included in the Notice, or on your proxy card if you are a stockholder of record of shares of Class A common stock, or included with your voting instructions received from your broker, bank or other agent if you hold your shares of Class A common stock in “street name.”

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a notice containing voting instructions from that organization rather than from us. Simply follow the voting instructions in such notice to ensure that your vote is counted. To vote online during the meeting, you must follow the instructions from your broker, bank or other agent.

Internet proxy voting is provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. Please be aware that you must bear any costs associated with your Internet access.

Can I change my vote?

Yes. Subject to the voting deadlines above, if you are a stockholder of record, you may revoke your proxy at any time before the close of voting using one of the following methods:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the Internet.

- You may send a written notice that you are revoking your proxy to our Secretary at 1740 Technology Drive, Suite 150, San Jose, California 95110.
- You may attend and vote online during the Annual Meeting. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by such party.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote during the Annual Meeting, or through the Internet, by telephone or by completing your proxy card before the Annual Meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

Broker non-votes occur when (i) a broker or other nominee holds shares for a beneficial owner, (ii) the beneficial owner has not given the respective broker specific voting instructions, (iii) the matter is non-routine in nature, and (iv) there is at least one routine proposal presented at the applicable meeting of stockholders (such as Proposal 2 at the Annual Meeting). Under applicable rules, a broker or other nominee has discretionary voting power only with respect to proposals that are considered “routine,” but not with respect to “non-routine” proposals. Broker non-votes are considered present for purposes of determining the presence of a quorum so long as the shares represented by a broker or other nominee who holds shares for a beneficial owner, where the beneficial owner has not given the respective broker or other nominee specific voting instructions, can be voted for, against or in abstention for at least one proposal presented at the Annual Meeting. Since there is one routine proposal presented at the Annual Meeting (Proposal 2) on which brokers and other nominees have such discretionary voting power, broker non-votes will be counted for quorum purposes at the Annual Meeting. Broker non-votes will not be counted for purposes of determining the number of votes cast or considered entitled to vote, as applicable, on a proposal. Therefore, a broker non-vote will make a quorum more readily attainable but will not otherwise affect the outcome of the vote on any of the proposals.

Abstentions represent a stockholder’s affirmative choice to decline to vote on a proposal, and occur when shares present at the meeting are marked **ABSTAIN**. Abstentions are counted for purposes of determining whether a quorum is present but will not otherwise affect the outcome of the vote on Proposals 1 and 4. In the case of Proposals 2 and 3, abstentions are also counted as votes **AGAINST** the proposal.

Proposals 1, 3, and 4 are non-routine matters, so your broker or nominee may not vote your shares on Proposals 1, 3, and 4 without your instructions. Proposal 2, the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2025, is a routine matter so your broker or nominee may vote your shares on Proposal 2 even in the absence of your instruction. **Please instruct your bank, broker or other agent to ensure that your vote will be counted.**

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote but do not make specific choices, your shares will be voted **FOR** the election of all three nominees as Class I directors and all three nominees as Class II directors, **FOR** the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2025, **FOR** the approval of the compensation of our NEOs, and for future stockholder advisory votes on the compensation of our NEOs to be held every **ONE YEAR**. If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using the proxyholder’s best judgment.

How many votes do I have?

Each holder of Class A common stock will have the right to one vote per share of Class A common stock. Stockholders are not permitted to cumulate votes with respect to the election of directors.

How many votes are needed to approve each proposal and how are the votes counted?

Proposal 1: Directors are elected by a majority of the votes cast, meaning that the number of shares voted **FOR** a director's election exceeds the number of votes cast **AGAINST** such director's election. You may vote **FOR, AGAINST, or ABSTAIN** on each of the nominees for election as director. Abstentions will not be counted for purposes of determining the number of votes cast with respect to the election of a director, and thus will have no effect on the outcome of the vote. Broker non-votes will have no effect on the outcome of the vote.

Proposal 2: The ratification of the selection of our independent registered public accounting firm for the fiscal year ending July 31, 2025, must receive **FOR** votes from the holders of a majority in voting power of the shares present at the Annual Meeting or represented by proxy thereat and entitled to vote on the proposal. You may vote **FOR, AGAINST, or ABSTAIN** with respect to this proposal. Abstentions are considered votes present and entitled to vote on this proposal, and thus will have the same effect as a vote **AGAINST** the proposal. Broker non-votes will have no effect as a vote on the outcome of this proposal.

Proposal 3: The approval, on an advisory basis, of the compensation of our NEOs must receive **FOR** votes from the holders of a majority of the voting power of the shares present at the Annual Meeting or represented by proxy thereat and entitled to vote on the proposal. You may vote **FOR, AGAINST, or ABSTAIN** with respect to this proposal. Abstentions are considered votes present and entitled to vote on this proposal, and thus will have the same effect as votes **AGAINST** this proposal. Broker non-votes will have no effect on the outcome of this proposal. Although the advisory vote is non-binding, our Board values stockholders' opinions. The Compensation Committee will review the results of the vote and, consistent with our record of stockholder responsiveness, consider stockholders' concerns and take into account the outcome of the vote when considering future decisions concerning our executive compensation program.

Proposal 4: For the approval, on an advisory basis, of the frequency of future stockholder advisory votes on the compensation of our NEOs, the frequency receiving the highest number of votes from holders of shares present at the Annual Meeting or represented by proxy and entitled to vote on the proposal will be considered the frequency preferred by the stockholders. You may vote for the frequency of future advisory votes on executive compensation to be **ONE YEAR, TWO YEARS, or THREE YEARS**, or you may **ABSTAIN** with respect to this proposal. Abstentions and broker non-votes will have no effect on the outcome of the vote. Because this vote is advisory only, it will not be binding on us or on our Board. However, our Board values our stockholders' opinions. The Compensation Committee will review the results of the vote and take into account the outcome of the vote when considering future decisions on the frequency of future stockholder advisory votes on the compensation of our NEOs.

Who counts the votes?

We have engaged Broadridge Financial Solutions as our independent agent to tabulate stockholder votes. If you are a stockholder of record, and you choose to vote over the Internet (either prior to or during the Annual Meeting) or by telephone, Broadridge Financial Solutions will access and tabulate your vote electronically, and if you choose to sign and mail your proxy card, your executed proxy card is returned directly to Broadridge Financial Solutions for tabulation. As noted above, if you hold your shares through a broker, your broker (or its agent for tabulating votes of shares held in street name, as applicable) returns one proxy card to Broadridge Financial Solutions on behalf of all its clients.

Who is paying for this proxy solicitation?

We will pay for the cost of soliciting proxies to be voted at the Annual Meeting. We intend to retain Alliance Advisors, LLC for various services related to the solicitation of proxies, which we anticipate will cost approximately \$15,500, plus reimbursement of expenses. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid additional compensation for soliciting proxies. We may reimburse brokers, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

When are stockholder proposals due for next year's annual meeting?

Requirements for Stockholder Proposals to be Considered for Inclusion in our Proxy Materials

Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at the 2025 annual meeting of stockholders must be received by us no later than June 24, 2025 in order to be considered for inclusion in our proxy materials for that meeting.

Requirements for Stockholder Proposals to be Brought Before an Annual Meeting

Our Amended and Restated Bylaws contain advance notice provisions that provide that, for stockholder director nominations or other proposals to be considered at an annual meeting of stockholders, the stockholder must give timely notice thereof in writing to our Secretary at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110. To be timely for our 2025 annual meeting of stockholders, a stockholder's notice must be delivered to or mailed and received by our Secretary at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, California 95110 not later than the close of business on September 7, 2025 nor earlier than the close of business on August 8, 2025. A stockholder's notice to the Secretary must set forth the information required by our Amended and Restated Bylaws, which bylaws include the information required by Rule 14a-19 of the Exchange Act.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the aggregate voting power of the shares of Class A common stock issued, outstanding and entitled to vote are present in person at the meeting or represented by proxy.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote during the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, either the chairperson of the Annual Meeting or the stockholders entitled to vote at the Annual Meeting that are present in person or represented by proxy may adjourn the meeting to another date.

How can I find out the results of the voting at the Annual Meeting?

We expect that preliminary voting results will be announced during or shortly following the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the instructions on the Notices to ensure that all your shares are voted.

What does it mean if multiple members of my household are stockholders, but we only received one Notice or full set of proxy materials in the mail?

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for notices and proxy materials with respect to two or more stockholders sharing the same address by delivering a single Notice or set of proxy materials addressed to those stockholders. In accordance with a prior notice sent to certain brokers, banks, dealers or other agents, we are sending only one Notice or full set of proxy materials to those addresses with multiple stockholders unless we received contrary instructions from any stockholder at that address. This practice, known as "householding," allows us to satisfy the requirements for delivering Notices or proxy materials with respect to two or more stockholders sharing the same address by delivering a single copy of these documents. Householding helps to reduce our printing and postage costs, reduces the amount of mail you receive and helps to preserve the environment. If you currently receive multiple copies of the Notice or proxy materials at your address and would like to request "householding" of your communications, please contact your broker. Once you have elected "householding" of your communications, "householding" will continue until you are notified otherwise or until you revoke your consent.

To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact us at the following address:

Nutanix, Inc.

Attention: Investor Relations
1740 Technology Drive, Suite 150
San Jose, California 95110

Appendix A – Key Performance Measures and Non-GAAP Financial Measures

This proxy statement includes the following key performance and non-GAAP financial measures:

- **Annual recurring revenue (“ARR”)** – We calculate ARR as the sum of ACV for all subscription contracts in effect as of the end of the period. For the purposes of this calculation, we assume that the contract term begins on the date a contract is booked, unless the terms of such contract prevent us from fulfilling our obligations until a later period, and irrespective of the periods in which we would recognize revenue for such contract. ARR excludes all life-of-device contracts. ACV is defined as the total annualized value of a contract, excluding amounts related to professional services and hardware. We calculate the total annualized value for a contract by dividing the total value of the contract by the number of years in the term of such contract, using, where applicable, an assumed term of five years for life-of-device contracts that do not have a specified term.
- **Free cash flow** – We calculate free cash flow as net cash provided by operating activities less purchases of property and equipment, which measures our ability to generate cash from our business operations after our capital expenditures.

ARR is a performance measure that we believe provides useful information to our management and investors as it allows us to better track the top-line growth of our subscription business because it takes into account variability in term lengths. Free cash flow is a performance measure that we believe provides useful information to management and investors about the amount of cash generated by the business after capital expenditures. We use these key performance and non-GAAP financial measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons. However, these key performance and non-GAAP financial measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. There is no GAAP measure that is comparable to ARR, so we have not reconciled the ARR data included in this proxy statement to any GAAP measure. The GAAP measure that is most comparable to free cash flow is net cash provided by operating activities. Set forth below is a reconciliation of free cash flow to net cash flow provided by operating activities. In addition, other companies, including companies in our industry, may calculate key performance measures and non-GAAP financial measures and differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our key performance measures and non-GAAP financial measures as tools for comparison. We urge you not to rely on any single financial measure to evaluate our business.

	Fiscal Year Ended July 31,	
	2023 (\$)	2024 (\$)
	(in thousands)	
Net cash provided by operating activities	272,403	672,931
Purchases of property and equipment	(65,404)	(75,252)
FREE CASH FLOW (NON-GAAP)	206,999	597,679

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended July 31, 2024

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-37883

NUTANIX, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

27-0989767

(I.R.S. Employer
Identification No.)

1740 Technology Drive, Suite 150

San Jose, CA 95110

(Address of principal executive offices, including zip code)

(408) 216-8360

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.000025 par value per share	NTNX	Nasdaq Global Select Market

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of January 31, 2024 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$13.7 billion, based upon the closing sale price of such stock on the Nasdaq Global Select Market. The registrant has no non-voting common equity.

As of August 31, 2024, the registrant had 265,214,643 shares of Class A common stock, \$0.000025 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

As noted herein, certain information called for by Parts II and III is incorporated by reference to specified portions of the registrant's definitive proxy statement to be filed in conjunction with the registrant's 2024 annual meeting of stockholders, which is expected to be filed not later than 120 days after the registrant's fiscal year ended July 31, 2024.

TABLE OF CONTENTS

	<u>Page</u>
Special Note Regarding Forward-Looking Statements	ii
PART I	1
Item 1. Business	1
Item 1A. Risk Factors	11
Item 1B. Unresolved Staff Comments	55
Item 1C. Cybersecurity	55
Item 2. Properties	57
Item 3. Legal Proceedings	57
Item 4. Mine Safety Disclosures	57
PART II	58
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	58
Item 6. [Reserved]	61
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	62
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	86
Item 8. Financial Statements and Supplementary Data	87
Item 9. Change in and Disagreements with Accountants on Accounting Financial Disclosure	131
Item 9A. Controls and Procedures	131
Item 9B. Other Information	135
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	135
PART III	136
Item 10. Directors, Executive Officers and Corporate Governance	136
Item 11. Executive Compensation	136
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	136
Item 13. Certain Relationships and Related Transactions and Director Independence	136
Item 14. Principal Accountant Fees and Services	136
PART IV	137
Item 15. Exhibits and Financial Statement Schedules	137
Item 16. Form 10-K Summary	137
Exhibit Index	138
Signatures	143

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains express and implied forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which statements involve substantial risks and uncertainties. Other than statements of historical fact, all statements contained in this Annual Report on Form 10-K including statements regarding our future results of operations and financial position, our business strategy and plans and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "plan," "intend," "could," "would," "expect," or words or expressions of similar substance or the negative thereof, that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. Forward-looking statements included in this Annual Report on Form 10-K include, but are not limited to, statements regarding:

- our investment in developing our platform with new features, services and solutions to expand our market opportunity in both core and adjacent markets;
- our investment in our long-term growth, including dedicating significant resources to our continued research and development efforts and growing our global research and development and engineering teams;
- our intent to grow our base of end customers by investing in sales and marketing, leveraging our network of channel partners and original equipment manufacturers ("OEMs"), growing our business internationally, and extending our platform to address new customer segments;
- our intent to grow our sales with our channel partners and OEMs by attracting and engaging new channel and OEM partners around the globe;
- our expectations regarding the competitive market, including our ability to compete effectively, the competitive advantages of our products, the effects of increased competition in our market, and our expansion into adjacent markets;
- the recent evolution of our sales pipeline and its expected effect on our ability to land new customers and expand sales to existing customers;
- expected sales productivity;
- our vision to enable developers to build modern container-based applications once and run them anywhere through Project Beacon;
- improving our operating cash flow performance, including by focusing on go-to-market efficiencies and taking steps to manage our expenses;
- fluctuations in our overall spending, including sales and marketing, research and development, and general and administrative expenses;
- our intent and measures to reduce our overall sales and marketing spend as a percentage of revenue;
- sustaining profitable growth;
- fluctuations in hardware revenue and cost of product revenue;
- fluctuations in our operating and free cash flow during the next 12 months;
- the adequacy of our current facilities to meet our needs for the immediate future;
- our ability to stay in compliance with laws and regulations that currently apply or may become applicable to our business both in the United States and internationally;

- the sufficiency of our cash, cash equivalents and short-term investments and net cash provided by operating activities to meet anticipated cash needs;
- our expectations that neither our operating results nor cash flows would be materially affected by any sudden change in interest rates; and
- anticipated trends, opportunities and challenges in our business and in the markets in which we operate.

We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs in light of the information currently available to us. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Part I, Item 1A. "Risk Factors" in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment and new risks emerge from time to time. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained or implied in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and trends discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, performance, or events and circumstances reflected in the forward-looking statements will be achieved or will occur. The forward-looking statements in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise or publicly release the results of any revision to these forward-looking statements to reflect new information or the occurrence of unanticipated or subsequent events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements.

PART I

ITEM 1. Business

Overview

Nutanix, Inc. ("we," "us," "our," or "Nutanix") is a global leader in cloud software, offering organizations a single platform for running applications and managing data, anywhere. Our vision is to make hybrid multicloud deployments simple and free customers to focus on achieving their business outcomes. Our mission is to delight customers with an open hybrid multicloud platform with rich data services to run and manage any application, anywhere.

Our Nutanix Cloud Platform is designed to enable organizations to build a hybrid multicloud infrastructure, providing a consistent cloud operating model with a single platform for running applications and managing data in core data centers, at the edge, and in public clouds, all while supporting a variety of hypervisors and container platforms. Nutanix Cloud Platform supports a wide variety of workloads with varied compute, storage, and network requirements, including business-critical applications, data platforms (including SQL and NoSQL databases and business intelligence applications), general-purpose workloads (including system infrastructure, networking, and security), end-user computing and virtual desktop infrastructure services, enterprise artificial intelligence ("AI") workloads (including machine learning ("ML") and generative AI workloads), and cloud native applications (including modern, containerized applications).

We originally pioneered hyperconverged infrastructure ("HCI") to break down legacy silos by merging compute, storage and networking into a single, easy-to-use, software-defined data center platform. We continued to innovate and developed Nutanix AHV, our native hypervisor that offers enterprise-grade virtualization and built-in Kubernetes support. To provide our customers with more choice, we further engineered our software solutions to run on a variety of server platforms, decoupling our software from Nutanix-branded hardware appliances and powering a variety of on-premises private cloud deployments, as part of our previously-completed transition from a hardware company to a software company. To provide our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs, we reshaped our licensing by completing a transition to a subscription-based business model. In addition to making hybrid multicloud deployments simple, we have a further long-term vision to enable developers to build modern container-based applications once and run them anywhere through Project Beacon, our multi-year effort to provide consistent Kubernetes platform management and data-centric platform services across clouds.

Our business is organized into a single operating and reportable segment. We operate a subscription-based business model, meaning one in which our products, including associated support and entitlement arrangements, are sold with a defined duration. For more information, see the section titled "Components of Our Results of Operations" included in Part II, Item 7, as well as Note 2 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Nutanix Cloud Platform

Nutanix Cloud Platform delivers a rich set of software products, solutions and services to enable our customers to simply run and manage their private cloud, public and managed cloud and hybrid multicloud environments. Nutanix Cloud Platform's scale-out architecture, enterprise-grade data services and freedom of infrastructure choice enable organizations to standardize on Nutanix Cloud Platform as a single cloud platform to run a wide variety of workloads.

Nutanix Cloud Infrastructure (NCI) is a distributed HCI for enterprise IT applications. NCI software combines compute, storage, and networking resources from a cluster of servers into a single logical pool with integrated resiliency, security, performance, and simplified administration. NCI includes the following underlying features and services:

- **Nutanix AOS** is the scale-out storage technology that makes HCI possible, delivering enterprise-grade capabilities via a highly distributed software architecture that runs across clusters of servers. Nutanix AOS includes integrated snapshots, replication, and disaster recovery that can be used with block, file, and object storage and for both virtual machines and containers.
- **Nutanix AHV** is our mature enterprise hypervisor - a modern and secure virtualization solution designed to power virtual machines and containers for application and cloud native workloads.
- **Nutanix Data Services for Kubernetes** simplifies and unifies provisioning and operating cloud native applications by extending enterprise data services to containerized apps.
- **Flow Network Security** is a stateful, distributed firewall providing microsegmentation to secure network traffic between applications.
- **Flow Virtual Networking** provides rich software-defined networking with multi-tenant isolation, self-service provisioning, and IP address preservation.
- **Nutanix Cloud Clusters (NC2)** enables organizations to run applications on a unified infrastructure platform across on-premises and multiple public clouds, all operated as a single cloud. NC2 empowers IT operators to place workloads in their clouds of choice without migration or operational hurdles, delivering flexibility and freedom from cloud lock-in.
- **Nutanix Central** unifies the control of Nutanix's hybrid multicloud infrastructure, providing global visibility and simplified governance through a single console with federated access and seamless navigation across on-premises deployments and public cloud deployments via NC2.
- **Nutanix Prism** is the unified control plane and UI that provides intuitive, consumer-grade management for end-to-end IT infrastructure management and operations.

Nutanix Cloud Manager (NCM) is a unified management solution for providing intelligent operations, self-service and orchestration, security compliance and visibility, and control of cloud costs. NCM includes the following underlying features and services:

- **NCM Intelligent Operations** optimizes capacity, proactively detects performance anomalies, and automates operational tasks with ease and confidence.
- **NCM Self-Service and Orchestration** streamlines how teams manage, deploy, and scale applications across hybrid clouds with self-service, automation, and centralized role-based governance.
- **NCM Cost Governance** drives financial accountability with intelligent resource sizing and accurate visibility into cloud metering and chargeback.
- **Nutanix Security Central** is a software-as-a-service-based security dashboard that unifies cloud security operations to help organizations simplify security planning and microsegmentation policy definitions.

Nutanix Unified Storage (NUS) is a software-defined data services platform that uniquely consolidates access and management of siloed block, file, and object storage into a single platform. Powered by rich data services such as analytics, ransomware protection, lifecycle management, and data protection, NUS enables organizations to adapt to fast-changing applications' needs and shift their management focus from data storage to more strategic global data management. NUS includes the following underlying features and services:

- **Nutanix Files Storage** is a simple and secure software-defined scale-out file storage solution, enabling organizations to store, manage, and scale unstructured data by consolidating storage silos onto a single platform, while keeping it secure with integrated cybersecurity and ransomware protection.
- **Nutanix Objects Storage** is a simple, scale-out S3-compatible object storage solution for modern cloud native and big data applications, offering intuitive operations, high performance, security, and flexibility for multicloud deployments.
- **Nutanix Volumes Block Storage** is an enterprise-class, software-defined storage solution that exposes storage resources directly to virtualized guest operating systems or physical hosts using the iSCSI protocol.
- **Nutanix Data Lens** is a cloud-based cyber resilience service offering proactive defense and a global view of analytics for file and object environments that can identify and inform users of malware attacks, such as ransomware, on the NUS platform.

Nutanix Database Service (NDB) is a comprehensive solution for managing diverse database environments and delivering database-as-a-service functionality across on-premises and public cloud environments. NDB automates database lifecycle management and integrates with cloud native development processes.

Nutanix Kubernetes Platform (NKP) creates a consolidated orchestration and management environment for large-scale Kubernetes environments and simplifies Kubernetes management and deployment across different development environments. NKP is designed to address the needs of platform engineering teams by enabling them to simply deploy, secure, manage, and upgrade Cloud Native Computing Foundation compliant Kubernetes environments supporting production applications in core data centers, at the edge, or natively in public clouds.

GPT-in-a-Box is a turnkey AI solution for organizations wanting to implement generative AI applications in the enterprise while maintaining control of their private data and applications. GPT-in-a-Box simplifies the deployment of AI applications with pre-certified GPU-enabled hardware from our hardware ecosystem, a full user interface, and integration with NVIDIA and an expanding AI partner ecosystem to support a choice of large language models.

Delivery of Our Solutions

Nutanix Cloud Platform can be deployed in core data centers, at the edge, or in public clouds, running on a variety of qualified hardware platforms (including our Nutanix-branded NX hardware line), in popular public cloud environments such as Amazon Web Services ("AWS") and Microsoft Azure ("Azure") through NC2, or, in the case of our cloud-based software and software-as-a-service ("SaaS") offerings, via hosted service. Our subscription term-based licenses are sold separately or can also be sold alongside configured-to-order appliances. Our subscription term-based licenses typically have durations ranging from one to five years. Our cloud-based SaaS subscriptions have durations extending up to five years. Our customers generally purchase their qualified hardware platforms for deployment of our software from one of our channel partners or original equipment manufacturers ("OEMs").

Nutanix Cloud Platform typically includes one or more years of support and entitlements, which provides customers with the right to software upgrades and enhancements as well as technical support. Purchases of term-based licenses and SaaS subscriptions have support and entitlements included within the subscription fees and are not sold separately. Purchases of non-portable software are typically accompanied by the purchase of separate support and entitlements.

Our Partners

We have established relationships with our channel, OEM, ecosystem and cloud partners, all of which help to drive the sale and adoption of our solutions with our end customers. Our solutions can be purchased through one of our channel partners or OEMs.

Channel Partners. Our channel partners sell our solutions to end customers, and in certain cases, may also deliver our solutions to end customers through a managed or integrated offering. Our Elevate Partner Program simplifies engagement for our partner ecosystem using a consistent set of tools, resources, and marketing platforms. Our channel partners include distributors, resellers, managed service providers, telcos, and global systems integrators. Our top two distributors to our end customers represented 48%, 48% and 47% of our total revenue for fiscal 2022, 2023 and 2024, respectively.

OEM Partners. Our OEM partners typically pre-install our software on hardware appliances and sell to end customers as an appliance. Our OEM partners can also sell our offerings as software-only to our end customers. Our software is installed on hardware from Cisco Systems, Inc. ("Cisco"), Dell Technologies ("Dell"), Fujitsu Technology Solutions GmbH ("Fujitsu"), Hewlett Packard Enterprise ("HPE"), and Lenovo Group Ltd. ("Lenovo"), as part of the Cisco Compute Hyperconverged with Nutanix family, Dell XC series (including the recently announced Dell XC Plus), Fujitsu XF series, HPE DX series appliances, and Lenovo Converged HX series, respectively. HPE also delivers our software with HPE DX series servers as a service through the HPE GreenLake offering. Some of our OEM partners also sell associated support offerings. We also have ongoing collaborations with Dell to develop a new solution involving the integration of our platform and Dell PowerFlex (which will be the first external storage supported and integrated with Nutanix AHV and our platform) as well as with Cisco to certify Cisco UCS blade servers to enable organizations to repurpose existing deployed servers that are qualified to run Nutanix AHV.

Ecosystem Partners. We have developed relationships with a broad range of leading technology companies that help us deliver world-class solutions to our customers. Through the Technology Alliance Partner and AI Partner arms of our Elevate Partner Program, our developer, application, networking and security, data protection, hardware, and infrastructure partners receive access to resources that allow them to validate and integrate their products with Nutanix solutions and engage in joint sales training and enablement. Such integrations enable a simpler deployment and consumption experience for our customers in their environments and increase adoption of our platform. We have also developed and announced strategic technology partnerships that bring together best-in-class solutions across the ecosystem into integrated offerings and demonstrated interoperability and support for our customers, including partnerships with Citrix Systems, Inc., Intel Corporation, NVIDIA, and Red Hat, Inc. In addition, we work closely with our technology partners through co-marketing and lead generation activities in an effort to broaden our marketing reach and help us win new customers while retaining existing ones.

Cloud Partners. Our partnerships with public cloud providers help us to realize our vision of a hybrid multicloud. The deployment of Nutanix Cloud Clusters on AWS extends the availability of our core HCI software, along with all of our solutions, to bare metal Amazon Elastic Compute Cloud ("EC2") instances on AWS. We also have a partnership with Microsoft Corporation ("Microsoft") to offer a hybrid cloud solution on Microsoft Azure by extending Nutanix Cloud Clusters to Azure environments.

Our Support Programs

Product Support. We offer varying levels of software support to our customers based on their needs. We also offer hardware support for customers who purchase the Nutanix-branded NX configured-to-order hardware appliances.

Professional Services. We provide consulting and implementation services to customers through our professional services team for assessment, design, deployment, and optimizing of their Nutanix environments. We typically provide these services at the time of initial installation to help the customer with configuration and implementation.

Our End Customers

We have end customers across a broad range of industries, such as automotive and other transportation, consumer goods, education, energy, financial services, healthcare, manufacturing, media, public sector, retail, technology, and telecommunications. We also sell to service providers, which use Nutanix Cloud Platform to provide a variety of cloud-based services to their customers. We had a broad and diverse base of over 26,000 end customers as of July 31, 2024, including approximately 1,060 Global 2000 enterprises. We define the number of end customers as the number of end customers for which we have received an order by the last day of the period, excluding partners to which we have sold products for their own demonstration purposes. A single organization or customer may represent multiple end customers for separate divisions, segments, or subsidiaries, and the total number of end customers may contract due to mergers, acquisitions, or other consolidation among existing end customers.

Growth Strategy

Key elements of our current growth strategy include:

- **Landing new end customers.** We intend to continue to grow our customer footprint through targeted investments in sales and marketing, our network of channel partners, and strengthening our OEM partnerships. We believe that our evolving platform and product portfolio will help enable us to address a larger customer base.
- **Expanding sales to existing end customers.** Our end customers typically deploy our technology initially for a specific project or application. Our sales teams and channel partners then target follow-on sales opportunities to drive additional purchases through new applications and products. We believe this land-and-expand strategy will help enable us to expand our footprint within our existing customer base.
- **Driving renewals and retention in existing end customers.** In addition to our land-and-expand strategy, as part of our subscription-based business model, we intend to continue to focus on adoption and renewals among our existing customer base. Our focus on adoption drives customer value and stickiness, and our renewals are associated with lower sales costs, as compared to landing new end customers or expanding sales to existing end customers.
- **Building on our hybrid multicloud vision.** We intend to continue investing in our vision to make Nutanix Cloud Platform the platform of choice to run applications and data anywhere. We believe our platform can enable customers to accelerate their strategic initiatives to modernize legacy IT infrastructure, modernize applications, and accelerate the deployment of enterprise AI.
- **Deepening engagement with channel, OEM, cloud, and ecosystem partners.** We have established strong partnerships, and driven commercial success with several major channel, OEM, cloud, and ecosystem partners. We intend to continue to attract and engage new channel and OEM partners around the globe while also selling our software for deployment on qualified hardware or hosted services. We also intend to continue to expand our partnerships with OEM, cloud, and ecosystem partners to provide our customers with more freedom of choice.
- **Driving profitable growth.** We intend to continue to invest in our growth, while balancing such growth against our operating expenses. By maintaining this balance, we believe we will be able to sustain profitable growth. Key drivers of profitable growth include a growing renewals base, leverage from our partners and alliances, and a continued focus on improving sales, marketing, and research and development efficiencies.

Sales and Marketing

Sales. We primarily engage with our end customers through our global sales force who directly interact with key IT decision makers while also providing sales development, opportunity qualification and support to our channel partners. We have established relationships with our channel partners, who represent many of the key resellers and distributors of data center infrastructure software and systems in each of the geographic regions where we operate. We also engage our end customers through our OEM partners, which license our software and package it with their hardware and sell through their direct sales forces and channel partners. We expect to continue leveraging our relationships with our channel and OEM partners, and deepening relationships with our cloud and ecosystem partners, to reach our end customers.

Marketing. Our marketing team enables our global sales force and sales via our partner ecosystem. Our marketing focuses on educating our customers, prospects, partners, media and analysts, and influencers about the benefits and business outcomes our cloud software platform and solutions can deliver. The breadth of our product portfolio allows us to engage multiple buyer and user personas across the organization, including senior executives, IT professionals, and developers. Over the past year, we have focused on raising awareness for our newly updated brand identity and new strategic narrative that highlights our evolution in corporate positioning from being the pioneer and a leader in HCI to now bringing one platform to solve the market's toughest challenges in operating hybrid multicloud environments. We enhanced this narrative to include the value of the platform for enterprise AI and cloud native workloads throughout the year as well. We engage buyers through a variety of outbound and inbound marketing programs that include email, digital marketing, corporate and third-party events that generate customer and prospect awareness - including our annual user event, .NEXT, in-person and virtual demand generation activities, social media outreach, media and analyst relations activities, learning certifications, community programs, platform test drives, thought leadership, and our website. Our robust community empowers customers and partners to share and discuss best practices for leveraging our solutions as well as network with peers. We foster strategic marketing partnerships with our ecosystem of technology, channel, OEM, system integrator, and service provider partners to expand market reach, increase brand awareness, and drive business growth. Through our unified Elevate Partner Program, we offer qualified partners access to market development funds, co-branded marketing campaigns, joint demand programs, and comprehensive learning paths.

Research and Development

Our research and development efforts are focused primarily on improving current technology, developing new technologies in current and adjacent markets, and supporting existing end customer deployments. Our research and development teams primarily consist of distributed systems software and user interface engineers. A large portion of our research and development team is based in San Jose, California. We also maintain research and development centers in India, North Carolina, Washington, Serbia, Germany, and the United Kingdom. We plan to dedicate significant resources to our continued research and development efforts and intend to continue to grow our global research and development and engineering teams to enhance our solutions, improve integration with new and existing ecosystem partners and broaden the range of IT infrastructure technologies that we converge into our platform. We believe that these investments will contribute to our long-term growth, although they may adversely affect our profitability in the near term.

Manufacturing

We do not manufacture any hardware. The Nutanix-branded NX series appliances are manufactured by Super Micro Computer, Inc. ("Supermicro"). Supermicro designs, assembles and tests the Nutanix-branded NX series appliances and it procures the components used in the NX series appliances directly from third-party suppliers. Our agreement with Supermicro automatically renews annually in May for successive one-year periods thereafter, with the option to terminate upon each annual renewal. Distributors handle fulfillment and shipment for certain end customers, but do not hold inventory.

Competition

We operate in the intensely competitive IT infrastructure market and compete primarily with companies that sell software and hardware to build and operate private clouds, integrated systems and standalone storage and servers, as well as providers of public cloud infrastructure solutions. These markets are characterized by constant change and rapid innovation. We face competition from, among others:

- software providers that offer a broad range of virtualization, infrastructure and management products to build and operate enterprise and hybrid clouds, such as VMware by Broadcom;
- providers of public cloud infrastructure and SaaS-based offerings, such as AWS, Google Cloud, Oracle Cloud, and Azure; and
- traditional IT systems vendors, such as Dell, HPE, Hitachi Data Systems ("Hitachi"), International Business Machines ("IBM"), Lenovo, Pure Storage, Inc. ("Pure Storage"), NetApp, Inc. ("NetApp"), and Huawei Technologies Co., Ltd. ("Huawei"), that offer integrated systems that include bundles of servers, storage and networking solutions, as well as a broad range of standalone server and storage products.

As the market in which we compete continues to develop, we expect it will continue to attract new companies as well as existing larger vendors. Some of our competitors may also expand their product offerings, acquire competing businesses, sell at lower prices, bundle with other products and capabilities (including artificial intelligence, machine learning, and generative AI capabilities), provide closed technology platforms, partner with other companies to develop joint solutions, or otherwise attempt to gain a competitive advantage. Furthermore, as we expand our product offerings, we may expand into new markets, and we may encounter additional competitors in such markets. Additionally, as companies increasingly offer competing solutions, they may be less willing to cooperate with us as an OEM or otherwise.

We believe the principal competitive factors in our market include:

- platform features and capabilities;
- system scalability, performance and resiliency;
- management and operations, including provisioning, troubleshooting, analytics, automation, and upgrades;
- total cost of ownership over the lifetime of the technology;
- customer freedom of choice over, and product interoperability with, third-party applications, infrastructure software, infrastructure systems, and platforms and public clouds;
- application mobility across disparate silos of enterprise computing, including public and private cloud infrastructure; and
- quality of customer experience, including ease-of-use, support and professional services.

We are also venturing into a number of markets that are adjacent to our core HCI market, both through the expansion in hybrid multicloud environments as well as through our addition of new functionality and features in our platform and through portfolio products. These adjacent markets include areas such as Kubernetes management and data and platform services, cloud disaster recovery, data governance and compliance, cloud management, files and object storage, and database automation and database-as-a-service. Competitors in these markets include large, sophisticated companies that may have more experience or longer operating histories in these markets as well as new entrants.

We believe that we are positioned favorably against our competitors based on these factors. However, many of our competitors have substantially greater financial, technical and other resources, greater brand recognition, larger sales forces and marketing budgets, a larger existing customer base, broader distribution, and larger and more mature intellectual property portfolios.

Intellectual Property

Our success depends in part upon our ability to protect and use our core technology and intellectual property. We rely on patents, trademarks, copyrights and trade secret laws, confidentiality procedures, and employee nondisclosure and invention assignment agreements to protect our intellectual property rights. As of July 31, 2024, we had 513 U.S. patents that have been issued and 168 non-provisional patent applications pending in the United States. Our issued U.S. patents expire between 2033 and 2044. We also leverage some open source software in most of our products. See Item 1A, "Risk Factors," for further discussion of risks related to protecting our intellectual property.

Facilities

Our corporate headquarters are located in San Jose, California where, under lease agreements that expire through May 2030, we currently lease approximately 215,000 square feet of space. We also maintain offices in North America, Europe, Asia Pacific, the Middle East, Latin America, and Africa. We lease all of our facilities and do not own any real property. We believe that our facilities are adequate to meet our needs for the immediate future and that, should it be needed, we would lease suitable additional space to accommodate our operations.

Government Regulation

Our business activities are subject to various federal, state, local, and foreign laws, rules and regulations. Compliance with these laws, rules and regulations has not had, and is not expected to have, a material effect on our capital expenditures, results of operations or competitive position as compared to prior periods. Nevertheless, compliance with existing or future governmental regulations, including, but not limited to, those pertaining to global trade, acquisitions, data protection and data privacy, employment and labor, and taxes could have a material impact on our business in subsequent periods. See Item 1A, "Risk Factors," for further discussion of risks related to the potential impact of government regulation on our business.

Employees and Human Capital

We had approximately 7,150 employees worldwide as of July 31, 2024. None of our employees in the United States are represented by a labor organization or are a party to any collective bargaining arrangement. In certain European countries in which we operate, we are subject to, and comply with, local labor law requirements in relation to the establishment of works councils and/or industry-wide collective bargaining agreements. We are often required to consult and seek the consent or advice of these works councils. We have never had a work stoppage and we consider our relationship with our employees to be good.

We understand the importance of human capital and prioritize building our culture, talent development, compensation and benefits, and diversity and inclusion. Our human capital resources objectives include identifying, recruiting, retaining, and incentivizing talent, as well as promoting the development and integration of our existing and new employees, advisors and consultants. The principal purposes of our equity and cash incentive plans are to attract, retain and reward personnel through stock-based and cash-based compensation awards to drive stockholder value and the success of our company by motivating such individuals to perform to the best of their abilities and achieve our objectives.

Diversity, Equity, Inclusion and Belonging

At Nutanix, we believe that our differences make us stronger: our diverse backgrounds, experiences and perspectives when shared, make us a more innovative and resilient team, and we can better delight and serve our customers when our teams reflect the diversity of the businesses and communities we serve.

We believe that fostering diversity, equity, inclusion, and belonging ("DEIB") will help us create and maintain a dynamic culture that achieves business results. DEIB efforts at Nutanix have been aimed at attracting, developing, and retaining the best diverse talent by facilitating an irresistible employee experience. To further support this objective, we have implemented a number of initiatives, including expanding our employee resource groups, continuing our company-wide diversity training and overall education efforts, as well as developing and implementing allyship, advocacy, and mentorship programs.

Total Rewards

We believe a robust, equitable, and competitive Total Rewards portfolio is essential to attracting and retaining diverse talent that moves Nutanix forward. We design reward and recognition programs that resonate wherever our talent sits in the world. Our reward programs are carefully crafted to offer physical, mental/emotional, and financial support to our employees and their families. We regularly review our programs and encourage employee feedback about the rewards they value most. We tailor rewards programs specifically based on local market practice and the competitive landscape and we provide a range of globally available support programs such as an Employee Assistance Program, online health engagement, and child development support.

Health, Wellness, and Safety

The health and safety of employees and others on our property are a top priority. We also focus on compliance with all health and safety laws applicable to our business. To that end, appropriate requirements are implemented, as needed, in order to comply with public health or safety obligations. In addition, we work with our employees and facilities management at our office locations to ensure that work areas are kept safe and free of hazardous conditions. Employees are required to be conscientious about workplace safety. In compliance with applicable laws, and to promote the concept of a safe workplace, we maintain an Injury and Illness Prevention Program. We also continue to support the well-being and continued development of our employees by offering well-being days, during which all employees may enjoy private time away from work requirements.

Growth and Development

We challenge our employees to constantly learn, continuously improve, and eternally evolve -- and to that end we invest resources to foster a learning culture throughout our company and to empower our employees to drive their own personal and professional growth by equipping them with onboarding and learning programs. Our learning programs include digital learning, speed coaching, customized learning workshops, management enablement and skills training for current, new and future managers, training on diversity, inclusion, and belonging, language learning programs, and employee wellness programs. We believe that by empowering our employees as they strive to grow personally and professionally, we will be able to build a flexible and resilient workforce and maintain and nurture a robust pipeline of talent to fuel our future growth and strategy.

We recognize and value the continuous evolution and refinement of our company culture, while staying true to our Core Values – which ask each employee to operate with a mindset of remaining Hungry, Humble, Honest, and always acting with Heart. For fiscal 2024, we introduced a rebranding of our Culture Principles, developed with input from employees in every function, region, and level of Nutanix. These Culture Principles are encapsulated as follows:

- We obsess about our customers' success

- We work as one team
- We own it
- We think long-term

Each of these Culture Principles aligns with our Core Values and represents the beliefs that help inform all kinds of decisions at our company – from how we hire, to how we develop our products and services, to how we work with our customers.

Information about Segment and Geographic Areas

The segment and geographic information required herein is contained in Note 13 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Corporate Information

We were incorporated in Delaware in September 2009 as Nutanix, Inc. Our principal executive offices are located at 1740 Technology Drive, Suite 150, San Jose, California 95110, and our telephone number is (408) 216-8360. We have operations throughout North America, Europe, Asia Pacific, the Middle East, Latin America, and Africa. Our website address is www.nutanix.com. Information contained on or accessible through our website is neither a part of this Annual Report on Form 10-K nor incorporated by reference herein, and any references to our website and the inclusion of our website address in this Annual Report on Form 10-K are intended to be inactive textual references only.

Available Information

Our website is located at www.nutanix.com and our investors relations website is located at ir.nutanix.com. We file reports with the Securities and Exchange Commission ("SEC"), which maintains an internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers, including us, that file electronically with the SEC. This Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are made available free of charge on the investor relations portion of our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We also provide a link to the section of the SEC's website at www.sec.gov that has, or will have, all of our public filings, including this Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports, our Proxy Statements, and other ownership-related filings. We use our investor relations website as well as social media as channels of distribution for important company information. For example, webcasts of our earnings calls and certain events we participate in or host with members of the investment community are on our investor relations website. Additionally, we announce investor information, including news and commentary about our business and financial performance, SEC filings, notices of investor events, and our press and earnings releases, on our investor relations website. It is possible that the information we post on social media could be deemed to be material information. Therefore, we encourage investors, the media and others interested in our company to review the information we post on social media channels listed on our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our corporate governance guidelines, board committee charters and code of business conduct and ethics, is also available on our investor relations website under the heading "Governance Documents." Information contained on or accessible through our websites is neither a part of nor incorporated by reference into this Annual Report on Form 10-K or any other report or document we file with or furnish to the SEC, and any references to our websites and the inclusion of our website addresses in this Annual Report on Form 10-K are intended to be inactive textual references only.

Item 1A. Risk Factors

You should carefully consider the risks and uncertainties described below, together with all of the other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and related notes, before making a decision to invest in our securities. The risks and uncertainties described below are not the only ones we face; additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that affect our business. If any of the following risks occur, our business, financial condition, operating results, cash flows, and prospects could be materially harmed. In that event, the price of our securities could decline, and you could lose part or all of your investment. In addition, the global macroeconomic environment remains uncertain, which may adversely impact our business, operating results, cash flows, and prospects.

Summary Risk Factors

Our business and an investment in our securities are subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, results of operations, cash flows, and prospects. These risks are discussed more fully below and include, but are not limited to, risks related to:

Risks Related to Our Business and Industry

- our ability to achieve our business plans, vision, and objectives, including our growth and go-to-market strategies, successfully and in a timely manner;
- macroeconomic or geopolitical conditions, industry trends, and technological developments, including disruptions and delays in global supply chains;
- the competitive market, including our competitive position, advantages and ability to compete effectively, and ability to increase our market share;
- our ability to capitalize on new opportunities resulting from a change in ownership of one of our main competitors;
- our ability to predict future financial performance from our historical financial performance;
- our ability to address customer needs and expand or maintain our customer base;
- our platform, solutions, products, services, and technology, including their interoperability and availability with and on third-party platforms and technologies, any undetected defects in our solutions, and current and future product roadmaps, including expanding our artificial intelligence-related capabilities;
- our ability to form new or maintain and strengthen existing, strategic alliances and partnerships, as well as our ability to manage any changes thereto;
- our reliance on key manufacturers, suppliers or other vendors; and
- any business model transitions.

Risks Related to Cybersecurity and Intellectual Property

- the occurrence of security breaches, improper access to or disclosure of our data or user data, and other cyber incidents or undesirable activity on our platform; and
- our ability to obtain, maintain, protect, and enforce our intellectual property rights.

Risks Related to Employee Matters

- our reliance on key personnel and ability to attract, train, incentivize, retain, and/or ramp to full productivity, qualified employees and key personnel.

Risks Related to Financial, Accounting, Regulatory, Tax, and Other Legal Matters

- our ability to maintain an effective system of internal controls;
- any changes to, or failure to comply with, laws and regulations, as well as the impact of and any regulatory investigations and enforcement actions and other legal proceedings; and
- complex and evolving U.S. and foreign privacy, data use and data protection, content, competition, consumer protection, and other laws and regulations.

Risks Related to Our Convertible Notes

- our ability to service our outstanding convertible notes, including the sufficiency of our cash, or our ability to raise necessary funds, to settle conversions of the notes, repay the notes at maturity, or repurchase the notes upon a fundamental change; and
- the impact of certain provisions of our outstanding convertible notes on our financial condition and operating results, as well as the value of the notes and the price of our securities.

Risks Related to Ownership of our Securities

- any volatility and decline in the market price and/or trading volume of our securities, including as a result of financial or industry analyst reports or a lack thereof;
- any dilutive impact of actual or perceived sales of substantial amounts of our securities in the public markets and/or the conversion of our outstanding convertible notes;
- any limitations on the ability of holders of our securities to influence corporate matters due to certain provisions of our organizational documents or under Delaware law;
- restrictions on our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, or employees; and
- our plans regarding payment of any future dividends.

General Risk Factors

- investors' and other stakeholders' expectations of our performance relating to environmental, social and governance factors.

Risks Related to Our Business and Industry

We have a history of losses, and we may not be able to maintain profitability on a non-GAAP basis or achieve profitability on a GAAP basis in the future.

We have incurred GAAP net losses in all annual periods since our inception, and we may continue to incur GAAP net losses for the foreseeable future. We experienced GAAP net losses of \$798.9 million, \$254.6 million and \$124.8 million for fiscal 2022, 2023 and 2024, respectively. As of July 31, 2024, we had an accumulated deficit of \$4.8 billion. In addition to the investments we expect to continue to make to grow our business, we also incur and expect to continue incurring significant additional legal, accounting and other expenses as a public company. While we generated net income on a non-GAAP basis in fiscal 2023 and fiscal 2024, if we fail to increase our revenue and manage our expenses, we may not be able to continue to generate net income on a non-GAAP basis or achieve net income on a GAAP basis in the future.

Adverse or uncertain macroeconomic or geopolitical conditions or reduced IT spending by our end customers may adversely impact our business, revenues and profitability.

Our business, operations and performance are dependent in part on worldwide market, economic and financial conditions and events that may be outside of our control, such as global, regional, and local economic developments, fiscal, monetary and tax policies, high inflation, rising interest rates, recession, political and social unrest, uncertainty surrounding the 2024 U.S. elections, terrorist attacks, hostilities or the perception that hostilities may be imminent, military conflict, war, including the ongoing war in Ukraine and related sanctions as well as measures taken in response to such sanctions, the ongoing military conflict in the Middle East, malicious human acts, climate change, natural disasters (including extreme weather), pandemics or other major public health concerns, and other similar events, and the impact these conditions and events have on the overall demand for enterprise computing infrastructure solutions and on the economic health and general willingness of our current and prospective end customers to purchase our solutions and to continue spending on IT in general. The global macroeconomic environment has been, and may continue to be, inconsistent, challenging and unpredictable due to pandemics, international trade disputes or tensions, tariffs, including those imposed by the U.S. government on Chinese imports to the United States, restrictions on sales and technology transfers, rising interest and inflation rates, uncertainties related to changes in public policies such as domestic and international regulations and fiscal and monetary stimulus measures, taxes, or international trade agreements, actual or potential government shutdowns, elections and any related political instability, geopolitical turmoil and civil unrests, instability in the global credit markets, and other disruptions to global and regional economies and markets.

These macroeconomic challenges and uncertainties have, and may continue to, put pressure on global economic conditions and overall IT spending and may cause our end customers to modify spending priorities or delay or abandon purchasing decisions, thereby lengthening sales cycles and potentially lowering prices for our solutions, and may make it difficult for us to forecast our sales and operating results and to make decisions about future investments, any of which could materially harm our business, operating results and financial condition.

The enterprise IT market is rapidly changing and expanding, and we expect competition to continue to intensify in the future from both established competitors and new market entrants.

We operate in the intensely competitive enterprise IT infrastructure market and compete primarily with companies that sell software and hardware to build and operate enterprise clouds, integrated systems and standalone storage and servers, as well as providers of public cloud infrastructure solutions. These markets are characterized by constant change and rapid innovation. We face competition from, among others:

- software providers that offer a broad range of virtualization, infrastructure and management products to build and operate enterprise and hybrid clouds, such as VMware, Inc. ("VMware") by Broadcom Inc. ("Broadcom");

- providers of public cloud infrastructure and SaaS-based offerings, such as AWS, Google Cloud, Oracle Cloud, and Azure; and
- traditional IT systems vendors, such as Dell, HPE, Hitachi, IBM, Lenovo, Pure Storage, NetApp, and Huawei, that offer integrated systems that include bundles of servers, storage and networking solutions, as well as a broad range of standalone server and storage products.

As the market in which we compete continues to develop, we expect it will continue to attract new companies as well as existing larger vendors. Some of our competitors may also expand their product offerings, acquire competing businesses, sell at lower prices, bundle with other products and capabilities (including artificial intelligence, machine learning, and generative AI capabilities), provide closed technology platforms, partner with other companies to develop joint solutions, or otherwise attempt to gain a competitive advantage. Furthermore, as we expand our product offerings, we may expand into new markets, and we may encounter additional competitors in such markets. Additionally, as companies increasingly offer competing solutions, they may be less willing to cooperate with us as an OEM or otherwise.

Many of our existing competitors have, and some of our potential competitors may have, competitive advantages over us, such as longer operating histories, significantly greater financial, technical, marketing, or other resources, stronger brand awareness and name recognition, larger intellectual property portfolios, and broader global presence and distribution networks. They may be able to devote greater resources to the promotion and sale of products and services than we can, and they may offer heavy discounts, forcing us to compete aggressively on pricing. Moreover, our current or potential competitors may be acquired by third parties with greater available resources and the ability to initiate or withstand substantial price competition, such as the acquisition of VMware by Broadcom in November 2023. Furthermore, some of our competitors have access to larger customer bases and supply a wide variety of products to, and have well-established relationships with, our current and prospective end customers. Some of these competitors have in the past and may in the future take advantage of their existing relationships with end customers, distributors or resellers to provide incentives to such current or prospective end customers that make their products more economically attractive or to interfere with our ability to offer our solutions to our end customers. Our competitors may also be able to offer products or functionality similar to ours at a more attractive price, such as by integrating or bundling their solutions with their other product offerings or those of technology partners or establishing cooperative relationships with other competitors, technology partners or other third parties. Some potential end customers have preferred, and in the future may continue to prefer, to purchase from their existing suppliers rather than a new supplier, especially given the significant investments that they have historically made in their legacy infrastructures. Some of our competitors may also have stronger or broader relationships with technology partners than we do, which could make their products more attractive than ours. We have also ventured into a number of markets that are adjacent to our core HCI market, both through the expansion of HCI in hybrid multicloud environments as well as through our emerging products, and some of our competitors in these adjacent markets have more experience with those markets and more resources targeted at penetration of those markets than we do. As a result, we cannot assure you that our solutions will compete favorably, and any failure to do so could adversely affect our business, operating results and prospects.

In addition, in recent years, an increasing number of customers have been allocating their IT spending toward artificial intelligence, machine learning, and generative AI capabilities. The IT infrastructure market for artificial intelligence, machine learning, and generative AI workloads is also expected to be an intensely competitive and rapidly evolving market.

We may not be able to capitalize on new opportunities resulting from a change in ownership of one of our main competitors.

We believe that our opportunity to increase market share has grown since one of our main competitors, VMware, was acquired by Broadcom in November 2023. As a result of the acquisition and subsequent changes made by Broadcom to VMware's product portfolio and pricing, an increasing number of VMware customers have been exploring potential alternatives to VMware's virtualization and cloud infrastructure solutions. However, a variety of factors may adversely affect the timing and our ability to capitalize on opportunities with these prospective customers. For example, many of these prospective customers may not be ready to consider adoption of our platform until a future year as a result of having multi-year contracts with VMware or a need to wait for their next hardware refresh. In addition, Broadcom may respond competitively to our pursuit of these opportunities, and we may not be able to compete effectively. If we are unable to capitalize on these opportunities in a timely manner, our business and operating results could be adversely affected.

The markets in which we compete are rapidly evolving, which make it difficult to forecast end customer adoption rates and demand for our solutions.

The markets in which we compete are rapidly evolving. Accordingly, our future financial performance will depend in large part on the allocation of spending in traditional IT markets and on our ability to adapt to new market demands. Currently, sales of our solutions are dependent in large part upon replacement of spending in traditional markets, including x86 servers, storage systems and virtualization software. In addition, as we continue to develop new solutions designed to address new market demands, sales of our solutions will in part depend on capturing new spending in these markets, including public cloud, hybrid cloud and cloud native services. Moreover, in recent years, an increasing number of customers have been allocating their IT spending toward artificial intelligence, machine learning, and generative AI capabilities. The IT infrastructure market for artificial intelligence, machine learning, and generative AI workloads is expected to be an intensely competitive and rapidly evolving market, and our future financial performance may depend on our ability to adapt to, and capture new spending, in this market. If the markets in which we compete experience a shift in customer demand, or if customers in these markets focus their new spending on, or shift their existing spending to, public cloud solutions or other solutions that do not interoperate with our solutions more quickly or more extensively than expected, our solutions may not compete as effectively, if at all. It is also difficult to predict end customer demand or adoption rates for our solutions or the future growth of our market.

In addition, we have estimated the size of our total addressable and serviceable available markets based on internally generated data and assumptions, as well as data published by third parties, which we have not independently verified. While we believe these estimates are reasonable, such information is inherently imprecise and subject to a high degree of uncertainty. If our third-party or internally generated data prove to be inaccurate or we make errors in our assumptions based on that data, our actual market may be more limited than our estimates. In addition, these inaccuracies or errors may cause us to misallocate capital and other critical business resources, which could harm our business. Even if our total addressable market meets our size estimates and experiences growth, we may not continue to grow our share of the market.

If end customers do not adopt our solutions, our ability to grow our business and operating results may be adversely affected.

Traditional IT infrastructure architecture is entrenched in the data centers of many of our end customers because of their historical financial investment in existing IT infrastructure architecture and the existing knowledge base and skill sets of their IT administrators. As a result, our sales and marketing efforts often involve extensive efforts to educate our end customers as to the benefits and capabilities of our solutions, particularly as we introduce new products and continue to pursue large organizations as end customers. If we fail to achieve market acceptance of our solutions, our ability to grow our business and our operating results will be adversely affected.

As we target some of our sales efforts at larger enterprise customers, we may face greater costs, longer sales cycles, greater competition, increased pricing pressure, deployment and customization challenges, and less predictability in our ability to close sales, and we may have to delay revenue recognition for some complex transactions, all of which could harm our business and operating results.

In recent quarters, our sales pipeline has evolved to include a higher mix of larger deal opportunities. Sales to these end customers involve risks that may not be present, or that are present to a lesser extent, with sales to smaller end customers. These risks include:

- longer sales cycles and the associated risk that substantial time and resources may be spent on a potential end customer that elects not to purchase our solutions;
- competition from companies that traditionally target larger enterprises, service providers and government entities and that may have pre-existing relationships or purchase commitments from such end customers;
- increased purchasing power and leverage held by large end customers in negotiating contractual arrangements with us; and
- more stringent requirements in our support service contracts, including demand for quicker support response times and penalties for any failure to meet support requirements.

Large organizations often undertake a significant evaluation process that results in a lengthy sales cycle. Although we have a channel sales model, our sales representatives typically engage in direct interaction with our prospective end customers as well as our distributors and resellers. We typically provide evaluation products to these end customers and may spend substantial time, effort and money in our sales efforts to these prospective end customers. In addition, product purchases by large organizations are frequently subject to budget constraints, multiple approvals and unanticipated administrative, processing and other delays. Finally, large organizations typically have longer implementation cycles, require greater product functionality and scalability, require a broader range of services, demand that vendors take on a larger share of risks, require acceptance provisions that can lead to a delay in revenue recognition, expect greater payment flexibility, and may also have a greater ability to resist any attempts to pass on increases in our operating and procurement costs. Given these variables, it can be difficult for us to estimate when an expected sale from a large organization, service provider or government entity may occur, and our ability to accurately forecast our future operating results may be adversely affected. If we fail to realize an expected sale from a large end customer in a particular quarter or at all, our business and operating results could be adversely affected. All of these factors can add further risk to business conducted with these end customers.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, it can be difficult for us to predict when, if ever, a particular customer will choose to purchase our solutions, which may cause our operating results to fluctuate significantly.

Our sales efforts involve educating our end customers about the uses and benefits of our solutions, including their technical capabilities and cost saving potential. End customers often undertake an evaluation and testing process that can result in a lengthy sales cycle. Increasing competition and the emergence of new hyperconverged infrastructure product offerings and consumption models often result in customers evaluating multiple vendors at the same time, which can further lengthen the sales cycle. We spend substantial time and resources on our sales efforts without any assurance that our efforts will produce any sales. Platform purchases are frequently subject to budget constraints, multiple approvals and unanticipated administrative, processing and other delays. In addition, because our platform is deployed on a hardware platform and many prospective customers have invested in legacy three-tier infrastructures consisting of separate servers, storage systems, and storage area networks, customers may not be ready to consider adopting our platform unless and until they are due for a hardware refresh, which occurs at intervals. These factors and the legacy relationships that our end customers have with existing IT vendors sometimes lead to unpredictable sales cycles, which make it difficult for us to predict when end customers may purchase solutions from us. The unpredictable nature of our sales cycles may be increased in future periods as we continue to focus our sales efforts more heavily on major accounts and large deals. Our business and operating results will be significantly affected by the degree to which and speed with which organizations adopt our solutions. In addition, in recent quarters, our sales pipeline has evolved to include a higher mix of larger deal opportunities. Because larger deal opportunities often take longer to close and require more levels of review from the customer's executive team, involve greater competition, and have greater variability in timing, outcome and deal structure, this recent trend is expected to drive greater variability in our ability to land new end customers and expand sales to existing end customers, and our top-line results may be adversely affected.

We have experienced significant growth in prior periods, and we may not be able to sustain or manage any future growth effectively.

We have expanded our overall business and operations significantly in prior periods. Our employee headcount has increased significantly since our inception. We anticipate that our operating expenses will increase in the long term as we scale our business, including in developing and improving our new and existing solutions, expanding our sales and marketing capabilities and global coverage, and in providing general and administrative resources to support our growth. In addition, as we continue to grow our business in the long term, we must effectively train, integrate, develop, motivate, and retain a large number of new employees, as well as existing employees who are promoted or moved into new roles, while maintaining the effectiveness of our business execution. The failure to manage these changes could significantly delay the achievement of our strategic objectives. In particular, our success depends heavily on our ability to ramp new sales teams in a fast and effective manner and retain those sales teams. In recent years, we have also seen higher-than-normal attrition among our sales representatives and while we are actively recruiting additional sales representatives, it will take time to replace, train, and ramp them to full productivity, and if we are unable to do so, we may not be able to achieve our growth targets. We must also continue to improve and expand our IT and financial infrastructure, management systems and product management and sales processes. We expect that our future growth will continue to place a significant strain on our management, operational and financial resources, and we may not be able to sustain or manage any future growth effectively. We may make investments or otherwise incur costs associated with future growth that may not translate into billings or revenues or otherwise result in the realization of their anticipated benefits within the expected timeframe or at all, and the return on these investments may be lower, if any, or may develop more slowly than we expect.

If we are unable to sustain or manage our growth effectively, we may not be able to take advantage of market opportunities. We also may fail to satisfy end customers' requirements, maintain product quality, execute on our business plan, or respond to competitive pressures, any of which could adversely affect our business, operating results, financial condition, and prospects.

Our continued focus on growth may negatively impact our ability to achieve or maintain profitability in the near term.

We intend to continue balancing our growth against our operating expenses. However, maintaining this balance may negatively impact our ability to achieve, or subsequently maintain, profitability on a GAAP basis in the near term. Further, expenditures related to expanding our research and development efforts, sales and marketing efforts, infrastructure and other such investments may not ultimately grow our business, billings or revenue or result in future profitability. If we are ultimately unable to achieve or maintain profitability at the level anticipated by analysts and our stockholders, the price of our securities may decline, potentially significantly.

Our historical financial performance, including revenue growth, may not be indicative of our future performance.

Our historical financial performance, including revenue growth, may not be indicative of our future performance. Over the years, we've undergone several business model transitions, including our transition to focus on software-only sales and our transition to a subscription-based business model. These transitions can make it difficult to compare our current results against our historical results. For example, our recently completed transition to a subscription-based model resulted in impacts to our revenue in the short term compared to our historical results. The revenue we recognize from subscription sales, even if recognized upfront, may in some instances have a lower total dollar value than those associated with licenses for the life of the device because they may be of a shorter term than the life of the device. This may also make it difficult to rapidly increase our revenue in any period through additional sales.

If other IT vendors do not cooperate with us to ensure that our solutions interoperate with their products, including by providing us with early access to their new products or information about their new products, our product development efforts may be delayed or impaired, our solutions could become less attractive to end customers resulting in a decline in sales, and our business, operating results and prospects may be adversely affected, which could adversely affect our business, operating results and prospects.

Our solutions provide a platform on which software applications and hypervisors from different software providers run. As a result, our solutions must interoperate with our end customers' existing hardware and software infrastructure, specifically their networks, servers, software, and operating systems, as well as the applications that they run on this infrastructure, which may be manufactured and provided by a wide variety of vendors and OEMs. In addition to ensuring that our solutions interoperate with these hardware and software products initially, we must occasionally update our software to ensure that our solutions continue to interoperate with new or updated versions of these hardware and software products. Current or future providers of hardware, software applications, hypervisors, or data management tools could make changes that would diminish the ability of our solutions to interoperate with them, and significant additional time and effort may be necessary to ensure the continued compatibility of our solutions, which might not be possible at all. Even if our solutions are compatible with those of other providers, if they do not certify or support our solutions for their systems or cooperate with us to coordinate troubleshooting and hand off of support cases, end customers may be reluctant to buy our solutions, which could decrease demand for our solutions and harm our ability to achieve a return on the investments and resources that we have dedicated to ensuring compatibility. Developing solutions that interoperate properly requires substantial partnering, capital investment and employee resources, as well as the cooperation of the vendors or developers of the software applications and hypervisors both with respect to product development and product support. Vendors may not provide us with early or any access to their technology and products, assist us in these development efforts, certify our solutions, share with or sell to us any application programming interfaces ("APIs"), formats, or protocols we may need, or cooperate with us to support end customers. If they do not provide us with the necessary access, assistance or proprietary technology on a timely basis or at all, we may experience product development delays or be unable to ensure the compatibility of our solutions with such new technology or products. To the extent that vendors develop products that compete with ours, they have in the past, and may again in the future, withhold their cooperation, decline to share access, certify our solutions or sell or make available to us their proprietary APIs, protocols or formats or engage in practices to actively limit the functionality, or compatibility, and certification of our products. If any of the foregoing occurs, our product development efforts may be delayed or impaired, our solutions could become less attractive to end customers resulting in a decline in sales, and our business, operating results and prospects may be adversely affected.

If we fail to successfully execute on our plan to sell more cloud services, which are sold on a ratable subscription-basis, our results of operations could be adversely affected.

We have sold and anticipate selling more of our products and services as cloud-based offerings - which include offerings hosted on public cloud infrastructure as well as part of our own Nutanix Cloud Platform - on a ratable subscription basis. While cloud-based offerings currently make up a small portion of our business, selling these offerings has required, and will continue to require, a considerable investment of resources and will continue to divert resources and increase costs, especially in cost of license and other revenues, in any given period. We have also made, and intend to continue to make, investments in the supporting infrastructure for such cloud-based offerings that we host and may not recoup the costs of such investments. Such investments of resources may also not improve our long-term growth and results of operations. Further, the increase in some costs associated with our cloud-based services may be difficult to predict over time, especially in light of our lack of historical experience with the costs of delivering cloud-based versions of our solutions.

We believe our plan has certain advantages; however, it also presents a number of risks to us including, but not limited to, the following:

- arrangements entered into on a ratable subscription basis may delay when we can recognize revenue, even when compared to similar term-based subscription sales, which we currently recognize upfront, and can require up-front costs, which may be significant;
- since revenue is recognized ratably over the term of the customer agreement, any decrease in customer purchases of our ratable subscription-based products and services will not be fully reflected in our operating results until future periods. This will also make it difficult for us to increase our revenue through additional ratable subscription sales in any given period;
- cloud-based ratable subscription arrangements are generally under short-term agreements. Accordingly, our customers generally have no long-term obligation to us and may cancel their subscription at any time, even if our customers are satisfied with our cloud-based subscription products; and
- there is no assurance that the cloud-based solutions we offer on a ratable subscription basis, including new products that we may introduce, will receive broad marketplace acceptance.

If we fail to properly execute on our plan to sell more of our products and services as cloud-based offerings on a ratable subscription basis, our business and operating results would be adversely affected, and the price of our securities could decline.

If we fail to develop or introduce new or enhanced solutions on a timely or cost-effective basis, our ability to attract and retain end customers could be impaired and our brand, reputation and competitive position could be harmed.

We operate in a dynamic environment characterized by rapidly changing technologies and industry standards and technological obsolescence. We will need to continue to create valuable software solutions and integrate these solutions across hardware platforms. To compete successfully, we must design, develop, market, and sell new or enhanced solutions that provide increasingly higher levels of performance, capacity, scalability, security, interoperability, application mobility, and reliability and meet the cost expectations of our end customers. The introduction of new products by our competitors, the market acceptance of products based on new or alternative technologies, including AI capabilities, or the emergence of new industry standards could render our existing or future solutions obsolete or less attractive to end customers. Any failure to anticipate or develop new or enhanced solutions or technologies, including AI capabilities, in a timely or cost-effective manner in response to technological shifts, could result in decreased revenue and harm to our business and prospects. Any new feature or application that we develop or acquire may not be introduced in a timely or cost-effective manner and may not achieve broad market acceptance and investments in research and development or efforts to optimize our engineering cost structure may not be successful. In particular, if we fail to timely release new products, technology or services that we previously announced, our brand and reputation could be harmed. For example, in May 2023 we announced Project Beacon, our multi-year effort that aims to decouple applications and their data from the underlying infrastructure and deliver a portfolio of data-centric platform-as-a-service-level and cloud native block and file storage services available natively anywhere, including on Nutanix Cloud Platform or on public clouds. If we fail to introduce new or enhanced solutions that meet the needs of our end customers, such as Project Beacon, or penetrate new markets in a timely fashion, we may lose market share and our business, operating results and prospects could be adversely affected.

Developments or improvements in enterprise IT infrastructure technologies may materially and adversely affect the demand for our solutions.

Significant developments in enterprise IT infrastructure technologies, such as advances in storage, virtualization, containers, networking, disaster recovery, edge computing, management software, and public cloud and hybrid cloud infrastructure solutions, may materially and adversely affect our business, operating results and prospects in ways we do not currently anticipate. Any failure by us to develop new or enhanced technologies or processes, to react to changes or advances in existing technologies or to correctly anticipate these changes or advances as we create and invest in our product roadmap, could materially delay our development and introduction of new solutions, which could result in the loss of competitiveness of our solutions, decreased revenue and a loss of market share to competitors. In addition, public cloud infrastructure offers alternatives to the on-premises infrastructure deployments that our platform currently primarily supports. Various factors could cause the rate of adoption of public cloud infrastructure to increase, including decreases in the price of public cloud offerings, increased interoperability with on-premises infrastructure solutions that compete with our solutions, and improvements in the ability of public cloud providers to deliver reliable performance, enhanced security, better application compatibility, and more precise infrastructure control. In addition, the rate of adoption of public cloud infrastructure could increase due to increased customer interest in artificial intelligence, machine learning, and generative AI capabilities that may be offered by public cloud providers. Any of these factors could make our platform less competitive as compared to the public cloud and could materially and adversely affect the demand for our solutions.

Investing in our AI capabilities introduces risks, which, if realized, could adversely impact our business.

We have made, and plan on continuing to make, investments in our artificial intelligence capabilities in our business, products, and services, including efforts to make our Nutanix Cloud Platform the platform of choice for customers deploying machine learning and artificial intelligence workloads. As part of these efforts, we offer GPT-in-a-Box, which addresses the challenges that enterprises face when adopting generative AI and AI/ML applications by providing our full-stack software-defined AI-ready platform with services designed to facilitate customers' deployment of their generative AI workloads. AI technologies are complex and rapidly evolving, and we face significant competition from other companies as well as an evolving regulatory landscape. The introduction of AI technologies into new or existing products may result in new or enhanced governmental or regulatory scrutiny, litigation, privacy, confidentiality or security risks, ethical concerns, legal liability, or other complications that could adversely affect our business, reputation, or financial results. For example, the European Union has adopted the AI Act and in the United States, new AI-related laws and rulemakings are underway or being proposed at the federal, state, and local levels. The AI Act and any other new laws or regulations could require us to comply with various requirements depending on the nature and categorization of AI. This may result in expending resources and additional costs to comply with these requirements or change our business practices, which could harm our business.

The intellectual property ownership and license rights, including copyright, surrounding AI technologies has not been fully addressed by laws or regulations, and the use or adoption of third-party AI technologies into our business operations, products and services may result in exposure to claims of copyright infringement or other intellectual property misappropriation, as well as potential liability to customers.

AI technologies may use algorithms, datasets, or training methodologies that may be flawed or contain deficiencies that may be difficult to detect during testing. AI technologies, including generative AI, may create content that appears correct but is factually inaccurate, flawed or biased. Use of such content may be to the detriment of the user, or it may lead to discriminatory or other adverse outcomes, which may expose us to brand or reputational harm, competitive harm, and/or legal liability. The use of AI technologies presents emerging ethical and social issues that may result in brand or reputational harm, competitive harm, and/or legal liability.

Our growth depends on our existing end customers renewing or upgrading their subscriptions and support and entitlement agreements and making additional purchases of software licenses and software upgrades, and the failure of our end customers to do so could harm our business and operating results.

Our future success depends on our existing end customers renewing or upgrading their subscription and support and entitlement agreements and making additional purchases of software licenses and software upgrades. If our end customers do not renew or upgrade their subscription and support and entitlement agreements and/or purchase additional software licenses or software upgrades, our revenue may decline, and our operating results may be harmed. In order for us to maintain or improve our operating results, we depend on our existing end customers renewing their subscription agreements as well as their support and entitlement agreements or purchasing additional solutions. End customers may choose not to renew their subscription agreements or support and entitlement agreements, or purchase additional solutions, because of several factors, such as dissatisfaction with our platform, solutions, support, or prices (including relative to competitive offerings), reductions in our end customers' spending levels or other causes outside of our control. If our existing end customers do not purchase new solutions or renew or upgrade their subscription agreements or support and entitlement agreements, our revenue may grow more slowly than expected or may decline, and our business and operating results may be adversely affected.

We rely primarily on indirect sales channels for the distribution of our solutions, and disruption within these channels could adversely affect our business, operating results and cash flows.

We primarily sell our solutions through indirect sales channels, including channel partners, such as distributors, our OEMs, value added resellers, and system integrators. Our OEMs may in turn distribute our solutions through their own networks of channel partners with whom we have no direct relationships.

We rely, to a significant degree, on our channel partners to select, screen and maintain relationships with their distribution networks and to distribute our solutions in a manner that is consistent with applicable law, regulatory requirements and our quality standards. If our channel partners or a partner in their distribution network violates applicable law or regulatory requirements or misrepresents the functionality of our solutions, our reputation and brand could be damaged, and we could be subject to potential liability. Additionally, if we are unable to establish relationships with strong channel partners in key growth regions, our ability to sell our solutions in these regions may be adversely affected. Our agreements with our channel partners are non-exclusive, meaning our channel partners may offer end customers the products of several different companies, including products that compete with ours. If our channel partners do not effectively market and sell our solutions, choose to use greater efforts to market and sell their own products or those of our competitors, or fail to meet the needs of our end customers, our business, operating results and prospects may be adversely affected. Our channel partners may cease marketing our solutions with limited or no notice and with little or no penalty. The loss of a substantial number of our channel partners, together with our inability to replace them, or the failure to recruit additional channel partners or establish an alternative distribution network could materially and adversely affect our business and operating results. Sales through our top two distributors to our end customers represented 47% of our total revenue for fiscal 2024. In addition, if a channel partner offers its own products or services that are competitive to our solutions, is acquired by a competitor or reorganizes or divests its reseller business units, our revenue derived from that partner may be adversely impacted or eliminated altogether.

Recruiting and retaining qualified channel partners and training them in the use of our technologies requires significant time and resources. If we fail to devote sufficient resources to support and expand our network of channel partners, our business may be adversely affected. Maintaining strong indirect sales channels for our products and effectively leveraging our channel partners and OEMs is important to our growth strategy, and the failure to effectively manage these relationships may lead to higher costs and reduced revenue. Although we believe that this transition will make our sales channels more efficient and broader reaching in the long term in these markets, there is no guarantee that this new distribution model will increase our sales in the short term or allow us to sustain our gross margins. Any potential delays or confusion during the transition process to our new partners may negatively affect our relationship with our existing end customers and channel partners and may cause us to lose prospective end customers or additional business from existing end customers or cause a decline in renewal rates with existing end customers. Upon completion of the transition to the new sales model, we will be more reliant on fewer channel partners, which may reduce our contact with our end customers making it more difficult for us to establish brand awareness, ensure proper delivery and installation of our software, support ongoing end customer requirements, estimate end customer demand, respond to evolving end customer needs, and obtain subscription renewals from end customers.

Substantially all of our sales to government entities have been made indirectly through our channel partners. Government entities may have statutory, contractual or other legal rights to terminate contracts with our channel partners for convenience or due to a default, and, in the future, if the portion of government contracts that are subject to renegotiation or termination at the election of the government are material, any such termination or renegotiation may adversely impact our future operating results. Additionally, we sometimes rely on our channel partners to satisfy certain regulatory obligations that we would otherwise have to satisfy if we sold directly to the government entities, and our channel partners may be unable or unwilling to satisfy these obligations in the future. In the event of such termination or change, it may be difficult for us to arrange for another channel partner to sell our solutions to these government entities in a timely manner, and we could lose sales opportunities during the transition. Governments routinely investigate and audit government contractors' (including subcontractors') administrative processes, and any unfavorable audit could result in the government refusing to continue buying our solutions, our channel partners changing their business models or refusing to continue to sell our solutions under current models, a reduction of revenue or fines, or civil or criminal liability if the audit uncovers improper or illegal activities.

If our indirect distribution channel is disrupted, particularly if we are reliant on a fewer number of channel partners, or if we are required to directly satisfy certain regulatory obligations imposed by government entities as a result of our efforts to expand our sales to government entities, we may be required to devote more time and resources to distribute our solutions directly and support our end customers, which may not be as effective and could lead to higher costs, reduced revenue and growth that is slower than expected.

Our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations.

Our operating results may fluctuate due to a variety of factors, many of which are outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful. If our revenue or operating results in any particular period fall below investor expectations, the price of our securities would likely decline. Factors that are difficult to predict and that could cause our operating results to fluctuate include, but are not limited to:

- the timing and magnitude of orders (including the start dates thereof), shipments and acceptance of our solutions in any quarter;
- subscription renewal rates with end customers and the duration thereof;

- the timing of subscription renewals, such as subscription renewals that occur earlier than expected, which may have the effect of moving expected bookings and revenue from future periods to the current period;
- our ability to attract new end customers and retain and increase sales to existing end customers;
- disruptions in our sales channels or shifts in our relationships with important channel partners and OEMs;
- the timing of revenue recognition for our sales;
- reductions in end customers' budgets for information technology purchases;
- delays in end customers' purchasing cycles or deferments of end customers' purchases in anticipation of new products or updates from us or our competitors;
- fluctuations in demand and competitive pricing pressures for our solutions;
- the lengths of our contract durations;
- the mix of solutions sold, and the mix of revenue between product and support, entitlements and other services;
- our ability to develop, introduce and ship in a timely manner new solutions and product enhancements that meet customer requirements, and market acceptance of such new solutions and product enhancements;
- the timing of product releases or upgrades or announcements by us or our competitors;
- any change in the competitive dynamics of our markets, including consolidation or partnerships among our competitors or partners, new entrants or discounting of prices;
- the amount and timing of expenses to grow our business and the extent to which we are able to take advantage of economies of scale or to leverage our relationships with OEM or channel partners;
- the costs associated with acquiring new businesses and technologies and the follow-on costs of integrating and consolidating the results of acquired businesses;
- the amount and timing of stock-based compensation expenses incurred as a result of granting equity awards to attract, retain, and motivate employees and key personnel;
- our ability to control the costs of our solutions and their key components, or to pass along any cost increases to our end customers;
- general economic, industry and market conditions and other events that may be outside of our control, such as political and social unrest, terrorist attacks, hostilities, war, malicious human acts, climate change, natural disasters (including extreme weather), supply chain disruption or shortages, pandemics or other major public health concerns, and other similar events; and
- future accounting pronouncements and changes in accounting policies.

The occurrence of any one of these risks could negatively affect our operating results in any particular quarter, which could cause the price of our securities to decline.

Because a significant portion of our revenue is recognized ratably over the term of the contractual service period, downturns or upturns in sales are not immediately reflected in full in our results of operations.

Subscription revenue accounts for the substantial majority of our revenue, comprising 91%, 93%, and 94% of our total revenue for fiscal 2022, 2023, and 2024, respectively. A significant portion of our subscription revenue is revenue from software entitlement and support subscriptions and SaaS offerings, which is recognized ratably over the contractual service period. As a result, a significant portion of our revenue that we report for each fiscal quarter represents the recognition of deferred revenue from subscription agreements entered into during previous fiscal quarters. Consequently, any decline in new or renewed subscriptions in any one fiscal quarter will not be fully or immediately reflected in our revenue for that fiscal quarter. However, any such decline will negatively affect our revenue for future quarters. Accordingly, the effect of significant downturns in sales, our failure to achieve our internal sales targets, a decline in the market acceptance of our services, or a decrease in retention rates may not be fully reflected in our operating results until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as a significant portion of our revenue from additional sales must be recognized over the applicable subscription duration.

Our gross margins are impacted by a variety of factors and may be subject to variation from period to period.

Our gross margins may be affected by a variety of factors, including fluctuations in the pricing of our products (including as a result of competitive pricing pressures or increases in component pricing), the degree to which we are successful in selling the value of incremental feature improvements and upgrades, changes in the cost of components of our hardware appliances, customer renewal rates and the degree to which renewals drive our top-line growth, changes in the mix between direct versus indirect sales, changes in the mix of products sold, and the timing and amount of recognized and deferred revenue, particularly as a result of our subscription-based business model. If we are unable to manage these factors effectively, our gross margins may decline, and fluctuations in gross margin may make it difficult to manage our business and to achieve or maintain profitability, which could adversely affect our business and operating results.

Because our business depends on manufacturers of hardware, including our OEM partners, to timely and cost-effectively produce and ship the hardware on which our software runs, we are susceptible to supply chain disruptions, delays, quality events, and pricing fluctuations, which have adversely affected, and could further adversely affect, our business.

Our business depends on manufacturers (including Supermicro and our OEM partners) to produce the hardware platforms on which our software runs (including both the Nutanix-branded NX series appliances and the various third-party appliances that are included on our hardware compatibility list) as well as various products that are beyond our control or the control of such manufacturers, which exposes us to direct and indirect risks beyond our control, including reduced control over quality assurance, product costs, product availability, supply chain disruptions and delays, and potential reputational harm and brand damage. We may not be able to discover, manage, and/or remediate such risks in a timely manner or at all. Key components of the servers on which our software runs have in the past been, and may in the future be, affected by chip shortages. Furthermore, fulfilling orders for NX series appliances or other hardware appliances on which our software runs may not be a priority for such manufacturers in guiding their business decisions and operational commitments. If we fail to manage our relationships with such manufacturers effectively, or if such manufacturers experience delays, disruptions or increased manufacturing lead times, component lead-time disruptions, capacity constraints, or quality control problems in their operations or are unable to address our or our end customers' requirements for or concerns about timely delivery, our ability to sell our solutions to our end customers could be severely impaired due to the lack of availability of certified hardware appliances, and our customers' ability, or willingness, to consume our software may be materially impacted or delayed, which could adversely affect our business and operating results, competitive position, brand and reputation, as well as our relationships with affected customers.

In particular, we rely substantially on Supermicro to manufacture, as well as assemble and test, the Nutanix-branded NX series appliances. Our agreement with Supermicro automatically renews for successive one-year periods, with the option to terminate upon each annual renewal, and does not contain any minimum long-term commitment to manufacture NX-branded appliances. If we are required to change the manufacturer or contract manufacturers for the assembly and testing of our NX-branded appliances, we may lose revenue, incur increased costs and damage our channel partner and end customer relationships. We may also decide to switch or bring on additional contract manufacturers for the assembly and testing of our NX-branded appliances in order to better meet our needs. Switching to or bringing on a new OEM partner or contract manufacturer and commencing production is expensive and time-consuming and may cause delays in order fulfillment at our existing OEM partners and contract manufacturers or cause other disruptions.

Our agreement with Supermicro does not contain any price assurances, and increases in component costs, without a corresponding increase in the price of our NX series solutions, could reduce the amount that an end customer pays for our software, thereby adversely affecting our billings and revenue. Furthermore, we may need to increase our component purchases, manufacturing capacity and internal test and quality functions if we experience increased demand. The inability of Supermicro or other manufacturers to produce adequate supplies of hardware appliances could cause a delay in customers' ability to consume our software and our order fulfillment, and our business, operating results and prospects, would be adversely affected. As of July 31, 2024, we had approximately \$85.2 million in the form of guarantees to our contract manufacturers related to certain components.

There are a limited number of suppliers, and in some cases single-source suppliers, for several key components in our NX-branded appliances as well as other hardware appliances that our software is certified to operate on (including hardware appliances from our OEM partners), and any delay or disruption in the availability or quality of these components could delay shipments of the NX-branded appliances and damage our channel partner or end customer relationships, or cause our customers to delay purchasing our software.

We rely on a limited number of suppliers, and in some cases single-source suppliers, for several key hardware components of the Nutanix-branded NX series appliances. These components are generally purchased on a purchase order basis through Supermicro, and we do not have long-term supply contracts with these suppliers. This reliance on key suppliers exposes us to risks, including reduced control over product quality, production and component costs, timely delivery, and capacity. It also exposes us to the potential inability to obtain an adequate supply of required components because we do not have long-term supply commitments, and replacing some of these components would require a lengthy product qualification process. Furthermore, we extensively test and qualify the components that are used in NX-branded appliances and other appliances on our hardware compatibility list, including hardware appliances from our OEM partners, to ensure that they meet certain quality and performance specifications. If the supply of certain components is disrupted or delayed, or if there is a need to replace existing suppliers on the qualified hardware configuration, there can be no assurance that additional supplies or components can serve as adequate replacements for the existing components, will be available when required or that supplies will be available on terms that are favorable, and it may require modifying our solutions to interoperate with the replacement components. Any of these developments could extend the lead times, increase the costs of the components or costs of product development, cause us to miss market windows for product launch and adversely affect our business, operating results and financial condition.

We generally maintain minimal inventory for repairs and a number of evaluation and demonstration units, and generally acquire components only as needed. We do not enter into long-term supply contracts for these components. As a result, our ability to respond to channel partner or end customer orders efficiently may be constrained by the then-current availability, terms and pricing of these components. The technology industry has experienced component shortages and delivery delays in the past, including a global chip shortage, and there may be shortages or delays of critical components in the future as a result of strong demand in the industry, component availability constraints, or other factors. If we or our suppliers inaccurately forecast demand for our solutions or we ineffectively manage our enterprise resource planning processes, our suppliers may have inadequate inventory, which could increase the prices we must pay for substitute components or result in our inability to meet demand for our solutions, as well as damage our channel partner or end customer relationships.

If the suppliers of the components of compatible hardware appliances increase prices of components, experience delays, disruptions, capacity constraints, quality control problems in their manufacturing operations or adverse changes to their financial condition, our ability to ship appliances to our channel partners or end customers in a timely manner and at competitive prices could be impaired, and our customers' ability to acquire hardware on which to run our software could be impaired, and our competitive position, brand, reputation, and operating results could be adversely affected. Qualifying a new component is expensive and time-consuming. If we are required to change key suppliers, we may lose revenue and damage our channel partner or end customer relationships which could adversely impact our revenue and operating results.

We rely upon third parties for the warehousing and delivery of appliances and replacement parts for support, and we therefore have less control over these functions than we otherwise would.

We outsource the warehousing and delivery of appliances and spare parts to a third-party logistics provider for spares and service parts fulfillment. In addition, some of our support offerings commit us to replace defective parts in our appliances as quickly as four hours after the initial customer support call is received, which we satisfy by storing replacement parts inventory in various third-party supply depots in strategic worldwide locations. As a result of relying on third parties, we have reduced control over shipping and logistics transactions and costs, quality control, security, and the supply of replacement parts for support. Consequently, we may be subject to shipping disruptions and unanticipated costs as well as failures to provide adequate support for reasons that are outside of our direct control. If we are unable to have appliances or replacement products shipped in a timely manner, end customers may seek to cancel their contracts with us, we may suffer reputational harm, and our business, operating results and prospects may be adversely affected.

Our ability to sell our solutions is dependent in part on ease of use and the quality of our technical support, and any failure to offer high-quality technical support would harm our business, operating results and financial condition.

Once our solutions are deployed, our end customers depend on our support organization to resolve any technical issues relating to our solutions. Furthermore, because of the emerging nature of our solutions, our support organization often provides support for and troubleshoots issues for products of other vendors running on our solutions, even if the issue is unrelated to our solutions. There is no assurance that we can solve issues unrelated to our solutions, or that vendors whose products run on our solutions will not challenge our provision of technical assistance to their products. Our ability to provide effective support is largely dependent on our ability to attract, train and retain personnel who are not only qualified to support our solutions, but also well versed in some of the primary applications and hypervisors that our end customers run on our solutions. Furthermore, as we have international operations, our support organization faces additional challenges, including those associated with delivering support, training and documentation in languages other than English. In addition, as we continue to evolve our product portfolio, which may include additional solutions, our ability to provide high-quality support will become more difficult and will involve more complexity. Any failure to maintain high-quality installation and technical support, or a market perception that we do not maintain high-quality support, could harm our reputation and brand, adversely affect our ability to sell our solutions to existing and prospective end customers, and could harm our business, operating results and financial condition.

Our solutions are highly technical and may contain undetected defects, which could cause data unavailability, unauthorized access to, loss, or corruption that might, in turn, result in liability to our end customers and harm to our reputation, brand and business.

Our solutions are highly technical and complex and are often used to store information critical to our end customers' business operations. Our solutions may contain undetected errors, defects or security vulnerabilities that could result in data unavailability, unauthorized access to, loss, corruption, or other harm to our end customers' data, including personal or identifying information regarding their employees, customers, and suppliers, as well as their finance and payroll data, and other sensitive business information. In addition, as we expand our platform and introduce new cloud-based products that may hold more of our customers' data, any undetected or unresolved errors, defects or security vulnerabilities may result in data unavailability, unauthorized access to, loss, corruption, or other harm to our end-customers' data. Some errors or defects in our solutions may only be discovered after they have been installed and used by end customers. In addition, we may make certain commitments to our OEMs regarding the time frames within which we will correct any security vulnerabilities in our software. If any hardware or software errors, defects or security vulnerabilities are discovered in our solutions after commercial release, a number of negative effects in our business could result, including but not limited to:

- lost revenue or lost OEM or other channel partners or end customers;
- delays in developing and deploying patches and other remedial measures to adequately address vulnerabilities, if any;
- increased costs, including warranty expense and costs associated with end customer support as well as development costs to remedy the errors or defects;
- delays, cancellations, reductions, or rescheduling of orders or shipments;
- product returns or discounts; and
- damage to our reputation and brand.

In addition, we could face legal claims for breach of contract, product liability, tort, or breach of warranty. While many of our contracts with end customers contain provisions relating to warranty disclaimers and liability limitations, these provisions might not be upheld or might not provide adequate protection if we face such legal claims. Defending a lawsuit, regardless of its merit, could be costly and may divert management's attention and adversely affect the market's perception of us and our solutions. In addition, our business liability insurance coverage could prove inadequate with respect to a claim and future coverage may be unavailable on terms favorable or acceptable to us or at all. These product-related issues could result in claims against us and our business could be adversely impacted.

Our business depends, in part, on sales to government organizations, and significant changes in the contracting or fiscal policies of such government organizations could have an adverse effect on our business and operating results.

We derive a portion of our revenue from contracts with federal, state, local, and foreign governments, and we believe that the success and growth of our business will continue to depend on our successful procurement of government contracts. Government contracts may require the maintenance of certain security clearances for facilities and employees. However, demand is often unpredictable from government organizations, and there can be no assurance that we will be able to maintain or grow our revenue from the public sector. Government agencies are subject to budgetary processes and expenditure constraints that could lead to delays or decreased capital expenditures in IT spending, particularly in light of continued uncertainties about government spending levels, such as recent changes to, or failure to appoint new, government leaders. The budget and approval process for government agencies also experiences a longer sales cycle relative to our other end customers, and it may be difficult for us to accurately forecast the impact of these contracts on our future operating results. If government organizations reduce or shift their capital spending patterns, our business, operating results and prospects may be harmed. Factors that could impede our ability to maintain or increase the amount of revenue derived from government contracts, include, but are not limited to:

- public sector budgetary cycles and funding authorizations;
- changes in fiscal or contracting policies;
- decreases in available government funding;
- changes in government programs or applicable requirements;
- the adoption of new laws or regulations or changes to existing laws or regulations;
- potential delays or changes in the government appropriations or other funding authorization processes; and
- higher expenses associated with, or delays caused by, diligence and qualifying or maintaining qualification as a government vendor.

The occurrence of any of the foregoing could cause governments and governmental agencies to delay or refrain from purchasing our solutions in the future or otherwise have an adverse effect on our business, operating results and prospects.

Our international operations expose us to additional risks, and failure to manage those risks could adversely affect our business, operating results and cash flows.

We derive a significant portion of our revenue from end customers and channel partners outside the United States. We derived approximately 44%, 44% and 45% of our total revenue from our international customers based on bill-to location for fiscal 2022, 2023, and 2024, respectively. We are continuing to adapt to and develop strategies to address international markets but there is no guarantee that such efforts will have the desired effect. As of July 31, 2024, approximately 59% of our full-time employees were located outside of the United States. We expect that our international activities will continue to grow over the foreseeable future as we continue to pursue opportunities in existing and new international markets, which will require significant management attention and financial resources. We are subject to risks associated with having significant worldwide operations, including, but not limited to:

- business practices may differ from those in the United States and may require us in the future to include terms other than our standard terms in customer, channel partner, employee, consultant, and other contracts;
- political, economic and social instability or uncertainty around the world, including the results and impact of the United Kingdom's separation from the European Union, commonly known as "Brexit";
- potential changes in trade relations arising from policy initiatives implemented by, or statements made by, the U.S. government, which has been critical of existing and proposed trade agreements;
- the potential impact of tariffs or other trade restrictions imposed by, or threatened to be imposed by, the U.S. government, such as the tariffs imposed on Chinese imports to the United States;
- greater difficulty in enforcing contracts, judgments and arbitration awards in international courts, and in collecting accounts receivable and longer payment and collection periods;
- greater risk of unexpected changes in regulatory practices, tariffs and tax laws and treaties;
- risks associated with trade restrictions and foreign legal requirements, including the importation, certification and localization of our solutions required in foreign countries;
- greater risk of a failure of foreign employees, partners, distributors, and resellers to comply with both U.S. and foreign laws, including antitrust regulations, the U.S. Foreign Corrupt Practices Act of 1977, as amended ("FCPA"), the United Kingdom Bribery Act of 2010 ("UK Bribery Act"), U.S. or foreign sanctions regimes and export or import control laws, and any trade regulations ensuring fair trade practices;
- heightened risk of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, or irregularities in, financial statements;
- requirements to comply with foreign privacy, data protection and information security laws and regulations and the risks and costs of noncompliance, including without limitation any new or evolving laws and regulations relating to the use of data in AI;
- increased expectations from foreign customers and other stakeholders about our performance relating to environmental, social and governance factors (such as climate-related performance), and requirements to comply with foreign sustainability standards or initiatives, including new sustainability standards or initiatives in the European Union;
- reduced or uncertain protection for intellectual property rights in some countries;

- impediments to the flow of foreign exchange capital payments and receipts due to exchange controls instituted by certain foreign governments;
- increased expenses incurred in establishing and maintaining corporate entities, office space and equipment for our international operations;
- difficulties in managing and staffing international offices and increased travel, infrastructure and legal and regulatory compliance costs associated with multiple international locations, including costs related to additional regulatory reviews or audits, financial accounting and reporting obligations and international cybersecurity requirements;
- greater difficulty in identifying, attracting and retaining local experienced personnel, and the costs and expenses associated with such activities;
- the challenge of managing a development team in geographically disparate locations;
- management communication and integration problems resulting from cultural and geographic dispersion;
- differing employment practices and labor relations issues;
- fluctuations in exchange rates between the U.S. dollar and foreign currencies in markets where we do business; and
- treatment of revenue from international sources for tax purposes and changes in tax laws, regulations or official interpretations, including being subject to foreign tax laws and being liable for paying withholding, income or other taxes in foreign jurisdictions.

As we expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these risks. These factors and other factors could harm our ability to gain future international revenue and, consequently, materially impact our business, operating results and financial condition. The entry into additional international markets will require significant management attention and financial resources. Our failure to successfully manage our international operations and the associated risks effectively could limit the future growth of our business.

Risks Related to Cybersecurity and Intellectual Property

If we are the victim of a cyber attack or other cybersecurity incident and our networks, computer systems or software solutions are breached or unauthorized access to sensitive or proprietary information, including employee or customer data, otherwise occurs, our business operations may be interrupted, our reputation and brand may be damaged, and we may incur significant liabilities.

Cyber attacks designed to gain access to sensitive or proprietary information by breaching mission critical systems of large organizations are constantly evolving, and high-profile electronic security breaches leading to the unauthorized release of sensitive or proprietary information, including employee and customer information, have occurred at a number of large companies in recent years. Companies in our industry have reported that they have been subject to such cyber attacks, including attacks potentially from nation-state actors, and we could be subject to similar attempted attacks. More generally, computer malware, viruses, social engineering (predominantly spear phishing attacks), and general hacking have become prevalent in our industry, particularly against cloud services, and we and companies like us can suffer security breaches from a variety of causes, whether due to third-party action, software bugs or vulnerabilities or coding errors, physical break-ins, employee error, malfeasance, or otherwise. In addition, retaliatory acts by countries subject to Western sanctions could include cyber attacks that could disrupt the economy or that could also either directly or indirectly impact our operations. We also continue to incorporate AI solutions and features into our platform, which may result in security incidents or otherwise increase cybersecurity risks. Additionally, artificial intelligence and machine learning may increase cybersecurity risks we face through, for example, being used to increase the prevalence or intensity of cyber attacks.

While we regularly face a wide variety of attempted attacks, our preventative and detective security systems and controls have protected us to-date from any such attack having a significant impact on our business. However, there is no assurance that these systems and controls will prevent any future attacks that may have a significant impact on our business. As we transition to offering more cloud-based solutions, as well as those based on our partnerships with third-party public cloud providers, we and our third-party public cloud providers may increasingly be the target of cyber threats.

Because the techniques used and vulnerabilities exploited to obtain unauthorized access or to sabotage systems change frequently, and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or vulnerabilities or implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period.

If any unauthorized access to, or security breach of, our solutions occurs, such an event could result in the loss of data, loss of intellectual property or trade secrets, loss of business, severe reputational or brand damage adversely affecting end customer or investor confidence, regulatory investigations and orders and other enforcement actions, litigation, indemnity obligations, damages for contract breach, and penalties for violation of privacy, data protection and other applicable laws, regulations or contractual obligations. We may also be subject to potentially significant costs for remediation that may include liability for stolen assets or information and repair of system damage that may have been caused or incentives offered to end customers or other business partners in an effort to maintain business relationships after a breach and other liabilities. Additionally, any such event or perceived event could impact our reputation and brand, harm customer confidence, hurt our sales and expansion into existing and new markets, or cause us to lose potential or existing end customers. Any actual, potential or anticipated attack may cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants.

Furthermore, a high-profile security breach suffered, or perceived to have been suffered, by an industry peer may entail a general loss of trust in our industry and thereby have a similar adverse impact on our business and financial performance as a direct breach suffered by us. We could be required to expend significant capital and other resources to alleviate problems caused by such actual or perceived breaches and to remediate our systems, we could be exposed to a risk of loss, litigation or regulatory action and possible liability, and our ability to operate our business may be impaired.

In addition, if the security measures of our end customers, partners, vendors, or suppliers are compromised, even without any actual compromise of our own systems or of our solutions used by such end customers, partners, vendors, or suppliers, we may face negative publicity, reputational harm or brand damage if our end customers, partners, vendors, or suppliers or anyone else incorrectly attributes the blame for such security breaches to us or our solutions. If end customers believe that our solutions do not provide adequate security for the storage of personal or other sensitive or proprietary information or the transmission of such information over the internet, our business will be harmed. End customers' concerns about security or privacy may deter them from using our solutions for activities that involve personal or other sensitive information, which may significantly affect our business and operating results.

Moreover, we have acquired a number of companies, products, services, and technologies over the years. Although we devote significant resources to address any security issues with respect to such acquisitions, we may still inherit additional risks as we integrate these companies, products, services, and technologies into our business and solutions.

Third-party claims that we are infringing intellectual property, whether successful or not, could subject us to costly and time-consuming litigation or expensive licenses, and our business could be harmed.

A number of companies, both within and outside of the enterprise and cloud computing infrastructure industry, hold a large number of patents covering aspects of storage, servers, networking, desktop, security, virtualization, database management, cloud services products, and other technologies relevant to our products. In addition to these patents, participants in these technology and market areas typically also protect their technology through copyrights, as trade secrets and by contractual means. As a result, there is frequent litigation based on allegations of infringement, misappropriation or other violations of intellectual property rights. We have received, and in the future may receive, inquiries from other intellectual property holders and may become subject to allegations and claims, in litigation and outside litigation, that we infringed or are infringing their intellectual property rights, particularly as we expand our presence in the market and face increasing competition. There can be no assurance that we will be successful in defending against these allegations or claims or in reaching a business resolution that is satisfactory to us, which could affect or even preclude our ability to sell our products in the relevant market and subject us to payment of damages and other financial remedies. In addition, parties may claim that the names and branding that we use for our company and our various products and services infringe their trademark rights in certain countries or territories. If such a claim were to prevail, we may have to change the names and branding that we use in the affected countries or territories and we could incur other costs.

We currently have a number of agreements in effect pursuant to which we have agreed to defend, indemnify and hold harmless our end customers, suppliers and channel and other partners from damages and costs which may arise from allegations of infringement, or actual infringement, by our products and services of third-party patents or other intellectual property rights in the United States and/or in other countries. The scope of these defense and indemnity obligations varies, but may, in some instances, include indemnification for damages and expenses, including attorneys' fees. A claim that our solutions infringe a third party's intellectual property rights, even if untrue, could harm our relationships with our end customers and/or channel partners, may deter future end customers from purchasing our solutions and could expose us to costly litigation and settlement expenses. Even if we are not a party to any litigation between a customer and a third party relating to infringement by our products or services, an adverse outcome in any such litigation could make it more difficult for us to defend our solutions against intellectual property infringement claims in any subsequent litigation in which we are a named party. Any of these results could harm our brand and operating results.

Our defense of intellectual property rights claims brought against us or our end customers, suppliers and channel partners, regardless of whether the claims have merit, could be time-consuming, expensive to litigate or settle, divert management resources and attention, and force us to acquire intellectual property rights and licenses, which may involve substantial royalty or other payments. Further, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. An adverse determination also could prevent us from offering or delivering our products and services to our end customers or channel partners and may require that we procure or develop substitute solutions that do not infringe, which could require significant effort and expense. We may have to seek a license for the technology at issue, which may not be available on terms favorable or acceptable to us or at all, and as a result may significantly increase our operating expenses or require us to restrict our business activities in one or more respects. Any of these events could adversely affect our business, operating results, financial condition, and prospects.

The success of our business depends in part on our ability to protect and enforce our intellectual property rights.

We rely on a combination of patent, copyright, service mark, trademark, and trade secret laws, as well as confidentiality procedures and contractual restrictions and covenants, to establish and protect our proprietary rights, all of which provide only limited protection. Effective patent, trademark, service mark, copyright, and trade secret protection may not be available in every country in which our solutions are available. We cannot be certain that the steps we have taken will prevent unauthorized use of our technology or the reverse engineering of our technology. Moreover, others may independently develop technologies that are competitive to ours and reduce our sales or market advantages, or infringe our intellectual property. A reduction in our market advantages or an inability to adequately protect and enforce our intellectual property and other proprietary rights could seriously harm our business, operating results, financial condition, and prospects.

We cannot assure you that any patents will be issued with respect to our currently pending patent applications in a manner that gives us adequate defensive protection or competitive advantages, if at all, or that any patents issued to us will not be challenged, invalidated or circumvented. We have filed for patents in the United States and in certain international jurisdictions, but such protections may not be available in all countries in which we operate or in which we seek to enforce our intellectual property rights, or may be difficult to enforce in practice. Our currently issued patents and any patents that may be issued in the future with respect to pending or future patent applications may not provide sufficiently broad protection or they may not prove to be enforceable in actions against alleged infringers.

Protecting against the unauthorized use of our intellectual property, solutions and other proprietary rights is expensive and difficult, particularly internationally. Litigation via court proceedings, arbitrations or similar proceedings may be necessary in the future to enforce or defend our intellectual property rights or to determine the validity and scope of the proprietary rights of others. For example, in March 2024, we announced that we filed a lawsuit in U.S. District Court against Tessell, Inc. ("Tessell") alleging that Tessell engaged in willful copyright and patent infringement (including theft of our source code and intellectual property related to our database service offering) and commenced separate arbitration proceedings against Tessell's founders. Litigation is unpredictable and we may not win a litigation even if there is significant evidence supporting our claims and defenses. Further, these proceedings and any other similar proceedings could result in substantial costs and diversion of management resources, either of which could harm our business, operating results and financial condition. Further, many of our current and potential competitors have the ability to dedicate substantially greater resources to defending intellectual property infringement claims and to enforcing their intellectual property rights than we have. Attempts to enforce our rights against third parties could also provoke these third parties to assert their own intellectual property or other rights against us, or result in a holding that invalidates or narrows the scope of our rights, in whole or in part.

A number of our solutions incorporate software provided under open source licenses which may restrict or impose certain obligations on how we use or distribute our solutions or subject us to various risks and challenges, which could result in increased development expenses, delays or disruptions to the release or distribution of those solutions, inability to protect our intellectual property rights, and increased competition.

Certain significant components of our solutions incorporate or are based upon open source software, and we may incorporate open source software into other solutions in the future. Such open source software is generally licensed under open source licenses, including for example, the GNU General Public License, the GNU Lesser General Public License, MIT License, Apache License, and other open source licenses. The use of open source software subjects us to a number of risks and challenges, including, but not limited to:

- If open source software programmers, most of whom we do not employ, do not continue to develop and enhance open source technologies, our development expenses could increase and our product release and upgrade schedules could be delayed.
- Open source software is open to further development or modification by anyone. As a result, others may develop such software to be competitive with our platform and may make such competitive software available as open source. It is also possible for competitors to develop their own solutions using open source software, potentially reducing the demand for, and putting price pressure on, our solutions.

- The licenses under which we license certain types of open source software may require that, if we modify and distribute the open source software we receive, we are required to make such modified software and other related proprietary software of ours publicly available without cost and under the same terms. In addition, some open source licenses treat provision of cloud services as triggering the requirement to make proprietary software publicly available. Sometimes, open source licensors may change their license in a way that may require us to change or eliminate the future use of such software, which may impact functionality and induce costs. Accordingly, we monitor our use of open source software in an effort to avoid subjecting our proprietary software to such conditions and others we do not intend. Although we believe that we have complied with our obligations under the various applicable licenses for open source software that we use, our processes used to monitor how open source software is used and what license applies to the open source software could be subject to error. In addition, there is little or no legal precedent governing the interpretation of terms in most of these licenses and licensors sometimes change their license terms. Therefore, any improper usage of open source, including a failure to identify changes in license terms, could result in unanticipated obligations regarding our solutions and technologies, which could have an adverse impact on our intellectual property rights and our ability to derive revenue from solutions incorporating the open source software.
- If an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur legal expenses defending against such allegations, or engineering expenses in developing a substitute solution.

If we are unable to successfully address the challenges of integrating offerings based upon open source technology into our business, our business and operating results may be adversely affected and our development costs may increase.

Risks Related to Employee Matters

Our business and growth depend on our ability to attract and retain qualified personnel, including our management team and other key personnel, and the inability to attract, hire, integrate, train, retain, or motivate qualified personnel could harm our business and growth.

Our success and growth depend to a significant degree on the skills and continued services of our management team and other key personnel. If we lose the services of any member of management or any key personnel, we may not be able to locate a suitable or qualified replacement, and we may incur additional expenses to recruit and train a replacement. In recent years, we have experienced changes in our management team resulting from the hiring or departure of executives and other key personnel. While we seek to manage these transitions carefully, these changes may result in a loss of institutional knowledge and may cause disruptions to our business and growth. If we fail to successfully integrate new key personnel into our organization or if key employees are unable to successfully transition into new roles, our business could be adversely affected. In addition, we do not have life insurance policies that cover any of our executive officers or other key employees. The loss of the services of any of our executive officers or key employees, and any failure to have in place and execute an effective succession plan for key executives, could disrupt our business and have a significant negative impact on our operating results, prospects and future growth.

In addition, our success and growth also depend substantially on our ability to continue to attract, hire, integrate, train, retain, and adequately incentivize qualified and highly skilled personnel, in particular, in sales and engineering. We have invested, and may need to continue to invest, significant amounts of cash and equity to attract and retain employees, and we may never realize returns on these investments. Moreover, ineffective management of any leadership transitions, especially within our sales organization, or the inability of our recently hired sales personnel to effectively ramp to target productivity levels could negatively impact our growth and operating margins. In recent years, we have seen higher-than-normal attrition among our sales representatives and our overall sales headcount being below our targets, which may negatively impact our billings and revenue growth. While we continue to recruit additional sales representatives, it takes time to replace, train, and ramp them to full productivity. Competition for highly skilled personnel, particularly in sales and engineering, is frequently intense, especially in the San Francisco Bay Area, where we are headquartered and have a substantial need for such personnel. This competition for highly skilled personnel results in increased costs in the form of cash and stock-based compensation. Furthermore, the industry in which we operate generally experiences high employee attrition.

Although we have entered into employment offer letters with some of our key personnel, these agreements have no specific duration and constitute at-will employment. Volatility or lack of performance in the price of our securities may also affect our ability to attract and retain our key employees. There is no assurance that we will be able to successfully attract or retain qualified personnel. Additionally, potential changes in U.S. immigration and work authorization laws and regulations may make it difficult to renew or obtain visas for any highly skilled personnel that we have hired or are actively recruiting. Our inability to attract and retain the necessary personnel could adversely affect our business, operating results and financial condition.

Moreover, we believe that a key contributor to our success and our ability to retain highly skilled personnel has been our corporate culture, which we believe fosters innovation, teamwork, and a passion for our products and customers. As we grow and evolve, we may find it difficult to maintain the beneficial aspects of our corporate culture globally. These difficulties may be further amplified by our hybrid-first work model and our globally distributed workforce, which could have a negative impact on our workplace culture and on the execution of our business plans and operations. Any inability to maintain our corporate culture could adversely affect our ability to attract and retain employees, continue to perform at current levels, or execute on our business strategy.

If we do not effectively expand, train, motivate, and retain our sales force, we may be unable to add new end customers or increase sales to our existing end customers and our business will be adversely affected.

Although we have a channel sales model, our sales representatives typically engage in direct interaction with our prospective end customers. Therefore, we continue to be substantially dependent on our sales force to obtain new end customers and sell additional solutions to our existing end customers. There is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve revenue growth will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel to support our growth. New hires require significant training and may take significant time before they achieve full productivity; we estimate based on past experience that our average sales team members typically do not fully ramp and are not fully productive until around the time of the start of their fourth quarter of employment with us. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals, particularly individuals who are focused on sales of our solutions to new and existing large enterprises, service providers and government entities, in the markets where we do business or plan to do business. Hiring sales personnel in new countries also requires additional set up, upfront and ongoing costs that we may not recover if the sales personnel fail to achieve full productivity. In addition, as a result of our rapid growth, a large percentage of our sales force is new to our company and our solutions and therefore less effective than our more seasoned employees.

If our new sales employees, particularly those focused on sales of our solutions to new and existing large enterprises, service providers and government entities, do not become fully productive on the timelines that we have projected, or if we are unable to ensure that our seasoned sales employees remain productive, our revenue will not increase at anticipated levels and our ability to achieve long-term projections may be negatively impacted. If we are unable to hire, train and maintain sufficient numbers of effective sales personnel, or our new or existing sales personnel are not successful in obtaining new end customers, convincing existing customers to renew their subscription-based purchases, or increasing sales to our existing customer base generally, our business, operating results and prospects will be adversely affected.

If we do not effectively develop, structure and compensate our sales force to focus on the end customers and activities that will primarily drive our growth strategy, our business will be adversely affected.

As indicated above, our growth is dependent in large part on the success of our sales force and in particular our ability to structure our sales force and sales compensation structure in a way that aligns with our growth strategy. As part of our efforts to appropriately structure and compensate our sales force such that their incentives are properly aligned with our growth strategy, we have made changes to our sales processes, sales segmentation, and leadership structures for our global sales teams and may need to make additional changes in the future. Such changes may take longer than anticipated to successfully implement, and we may not be able to realize the full benefits thereof, which may have a material adverse impact on our sales productivity as well as our business and operational results generally. In particular, as indicated above, our growth continues to be substantially dependent on our ability to increase our sales to large enterprises, particularly when those sales result in large orders for our solutions. Competition for sales employees who have the knowledge and experience necessary to effectively penetrate major enterprise accounts is fierce, and we may not be successful in hiring such employees, or hiring them on the timelines we anticipate, which will negatively impact our ability to target and penetrate major enterprise accounts.

Risks Related to Financial, Accounting, Regulatory, Tax, and Other Legal Matters

If we fail to maintain an effective system of internal controls, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act") and the rules and regulations of the Nasdaq Stock Market. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls, internal control over financial reporting and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers.

As initially disclosed in our Quarterly Report on Form 10-Q filed with the SEC on May 24, 2023, we previously identified control deficiencies that, individually or in the aggregate, constitute a material weakness in our internal control over financial reporting. While our management has since remediated this material weakness and concluded that our internal control over financial reporting was effective as of July 31, 2024, weaknesses in our internal controls may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal controls also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports we will file with the SEC under Section 404 of the Sarbanes-Oxley Act. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our securities.

In order to restore, maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting to comply with the SEC rules that implement Sections 302 and 404 of the Sarbanes-Oxley Act, we have expended and anticipate that we may continue to expend significant resources and undertake various actions, including implementing our remediation plan, incurring accounting-related costs, implementing new internal controls and procedures, and providing significant management oversight. Any failure to maintain the adequacy of our internal controls, or consequent inability to produce accurate financial statements on a timely basis could increase our operating costs and could materially impair our ability to operate our business and could have a material and adverse effect on our operating results and could cause a decline in the price of our securities. In addition, if we are unable to continue to meet these requirements, we may not be able to maintain our listing on the Nasdaq Global Select Market.

Any legal proceedings or claims we may be involved in, including securities class action litigation that could result from volatility in our stock price, could be costly and time-consuming to defend and could harm our reputation regardless of the outcome.

We are, and may in the future become, involved in various legal proceedings and claims, including cases involving our IP rights and those of others, commercial matters, employee-related claims, and other actions, including actions that arise in the ordinary course of business. Any litigation, whether meritorious or not, could result in substantial costs, divert our management's attention and resources from our business, and adversely impact our reputation and brand. This could have an adverse effect on our business, operating results and financial condition. While we maintain insurance coverage for certain types of claims, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise. If we are required to make substantial payments or implement significant changes to our operations as a result of legal proceedings or claims, our business, results of operations and financial condition could be adversely affected.

In addition, in the past, we and many companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation and we may become the target of complaints of this type of litigation in the future. For example, following our earnings release in February 2019, the price of our Class A common stock fell significantly and, as a result, multiple class action securities lawsuits were filed against us, as well as multiple shareholder derivative claims, and following our earnings release in March 2023, a class action securities lawsuit was filed against us, as well as a shareholder derivative claim. Any securities litigation matter that may be instituted against us, whether meritorious or not, could result in substantial costs, divert our management's attention and resources from our business, and adversely impact our reputation and brand. This could have an adverse effect on our business, operating results and financial condition.

Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties and could also cause us to lose end customers in the public sector or negatively impact our ability to contract with the public sector.

Our business is subject to regulation by various federal, state, local, and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, antitrust laws, workplace safety, product safety, environmental laws, consumer protection laws, anti-bribery laws, import/export controls, federal securities laws, and tax laws and regulations. In certain jurisdictions, these regulatory requirements may be more stringent than in the United States. Noncompliance with applicable regulations or requirements could subject us to investigations, sanctions, mandatory product recalls, enforcement actions, disgorgement of profits, fines, damages, and civil and criminal penalties or injunctions. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, reputation, operating results, and financial condition could be adversely affected. In addition, responding to any action will likely result in a significant diversion of management's attention and resources and an increase in third-party professional fees. Enforcement actions and sanctions could harm our business, operating results and financial condition.

In addition, we must comply with laws and regulations relating to the formation, administration and performance of contracts with the public sector, including U.S. federal, state and local governmental organizations, which affect how we and our channel partners do business with governmental agencies. Selling our solutions to the U.S. government, whether directly or through channel partners, also subjects us to certain regulatory and contractual requirements, including meeting the compliance requirements necessary for maintaining any required security clearances for facilities and employees. Failure to comply with these requirements by either us or our channel partners could subject us to investigations, fines and other penalties, which could have an adverse effect on our business, operating results, financial condition, and prospects. As an example, the U.S. Department of Justice ("DOJ") and the General Services Administration ("GSA") have in the past pursued claims against and financial settlements with IT vendors under the False Claims Act and other statutes related to pricing and discount practices and compliance with certain provisions of GSA contracts for sales to the federal government. The DOJ and GSA continue to actively pursue such claims. Violations of certain regulatory and contractual requirements could also result in us being suspended or debarred from future government contracting. Any of these outcomes could have an adverse effect on our revenue, operating results, financial condition, and prospects.

These laws and regulations impose added costs on our business, and failure to comply with these or other applicable regulations and requirements, including noncompliance in the past, could lead to claims for damages from our channel partners, penalties, termination of contracts, loss of exclusive rights in our intellectual property, and temporary suspension or permanent debarment from government contracting. Any such damages, penalties, disruptions, or limitations in our ability to do business with the public sector could have an adverse effect on our business and operating results.

We are subject to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, and our actual or perceived failure to comply with such obligations could adversely affect our business and operating results. Compliance with such laws could also impair our efforts to maintain and expand our customer base, and thereby decrease our revenue.

Personal privacy, data protection and information security are significant issues in the United States and the other jurisdictions where we offer our solutions. The regulatory framework for privacy and security issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Our handling of data is subject to a variety of global laws and regulations, including regulation by various government agencies, including the U.S. Federal Trade Commission ("FTC") and various state, local and foreign bodies, data protection authorities, and agencies.

The U.S. federal and various state and foreign governments have adopted or proposed limitations on the collection, use, storage, disclosure, and transfer of personal information of individuals, including end customers and employees. In the United States, the FTC and many state attorneys general are applying federal and state consumer protection laws to the online collection, use and dissemination of data. Additionally, many foreign countries and governmental bodies, including in Australia, Brazil, the European Economic Area ("EEA"), the UK, Switzerland, India, Japan, China, and numerous other jurisdictions in which we operate or conduct our business, have laws and regulations concerning the collection and use of personal information obtained from their residents or by businesses operating within their jurisdiction. These laws and regulations often are more restrictive than those in the United States. For example, the General Data Protection Regulation ("GDPR"), which became effective in May 2018, and the UK General Data Protection regulation, both impose more stringent data protection requirements, provide an enforcement authority which substantially increases compliance costs, and impose large penalties for noncompliance. Such laws and regulations may require companies to implement new privacy and security policies, conduct transfer impact assessments, permit individuals to access, correct and delete personal information stored or maintained by such companies, inform individuals of security breaches that affect their personal information, and, among others, obtain individuals' consent to use personal information for certain purposes. In addition, some countries have enacted, or are currently considering, legislation that imposes local storage and processing of data to avoid any form of transfer to a third country, or other restrictions on transfer and disclosure of personal data outside of that country which may impact our compliance obligations, potentially exposing us to liability, and increase the cost and complexity of delivering our products and services.

We also expect that there will continue to be new proposed laws, regulations, industry standards, and case law concerning privacy, data protection and information security in the United States, the EEA and other jurisdictions, and we cannot yet determine the impact these developments may have on our business. This increases uncertainty and may require us to change our data practices and/or change our technology solutions, business model or processes, which may in turn adversely affect demand for our products.

While the EU-U.S. Data Privacy Framework accepted by the European Commission in July 2023 (as well as the UK Extension to the EU-U.S. DPF and Swiss-U.S. DPF) provides us with a transfer mechanism for data from the EEA, data transfers continue to be scrutinized by regulators in the EEA, the UK and other countries with similar transfer restrictions requiring organizations to ensure that the data is protected to a standard that is "essentially equivalent" to that under the GDPR, UK GDPR, Swiss Federal Data Protection Act, and/or other applicable laws and to document this.

As a result of these and future data transfer developments, we may experience a reluctance from current or prospective customers in the EEA, the UK, Switzerland, and other similar countries to use our products and may find it necessary to make changes to our data transfer mechanisms and handling of personal data, including with respect to the provision of our products and services. This may adversely impact our business, financial condition, and operating results.

In the United States, more states are adopting their own data protection legislation, creating a complex privacy landscape from state to state. California enacted the California Consumer Privacy Act ("CCPA"), which went into effect on January 1, 2020 and, among other things, requires covered companies to provide new disclosures to California consumers and afford such consumers new abilities to opt out of the sale of their personal information. In November 2020, California voters passed the California Privacy Rights Act ("CPRA"), which significantly amended the CCPA and generally expanded consumers' privacy rights and protections with respect to their personal information. Colorado, Virginia, Connecticut, Utah, Florida, Montana, Oregon, and Texas all have passed privacy legislation now in effect. We cannot yet predict the full impact of these laws on our business or operations, but it may continue to require us to modify our data processing practices and policies and to incur substantial costs and expenses in an effort to comply.

Moreover, as a result of current and proposed data protection and privacy laws addressing the use of personal data for marketing purposes, including the European Commission's draft ePrivacy Regulation, which is intended to replace the ePrivacy Directive in the EEA, as well as the CCPA/CPRA and other U.S. state privacy laws, we face an increased difficulty in marketing to current and potential customers, as these laws impact the ability to use internet-based services and tracking technologies, such as cookies, which impacts our ability to spread awareness of our products and services and, in turn, grow a customer base in some regions. We also expect to incur additional costs to comply with the requirements of these laws.

As we begin to offer more cloud-based services, we will increasingly be positioned as a data processor, which imposes additional obligations under the foregoing and other laws and regulations relating to privacy and data protection and may increase our liability exposure by operation of law, contract, or penalties for noncompliance. Additionally, we expect that existing laws, regulations and standards may be interpreted in new manners in the future. Current or future laws, regulations, standards, and other obligations, as well as changes in the interpretation of existing laws, regulations, standards, and other obligations could impair our or our customers' ability to collect, use or disclose information relating to individuals, which could decrease demand for our solutions, require us to restrict our business operations, increase our costs, and impair our ability to maintain and grow our customer base and increase our revenue.

Although we are working to comply with those federal, state and foreign laws and regulations, industry standards, contractual obligations, and other legal obligations that apply to us, those laws, regulations, standards, and obligations are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another, and may conflict with one another, other requirements or legal obligations, our practices or the features of our solutions. As such, we cannot assure ongoing compliance with all such laws or regulations, industry standards, contractual obligations, and other legal obligations. Any failure or perceived failure by us to comply with federal, state or foreign laws or regulations, industry standards, contractual obligations, or other legal obligations, or any actual or suspected security incident, whether or not resulting in unauthorized access to, or acquisition, release or transfer of personal information or other data, may result in governmental enforcement actions and prosecutions, private litigation, fines and penalties, or adverse publicity and could cause our customers to lose trust in us, which could have an adverse effect on our reputation, brand and business. Any inability to adequately address privacy and security concerns, even if unfounded, or comply with applicable laws, regulations, policies, industry standards, contractual obligations, or other legal obligations could result in additional cost and liability to us, damage our reputation and brand, inhibit sales, and adversely affect our business and operating results.

Failure to comply with anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act of 1977, as amended, and similar laws associated with our activities outside of the United States could subject us to penalties and other adverse consequences.

We are subject to the FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the USA PATRIOT Act, the UK Bribery Act, and possibly other anti-bribery and anti-money laundering laws in countries in which we conduct activities. We face significant risks if we fail to comply with the FCPA and other anti-corruption laws that prohibit companies and their employees and third-party intermediaries from authorizing, offering or providing, directly or indirectly, improper payments or benefits to foreign government officials, political parties and private-sector recipients for the purpose of obtaining or retaining business, directing business to any person or securing any advantage. In many foreign countries, particularly in countries with developing economies, it may be a local custom that businesses engage in practices that are prohibited by the FCPA or other applicable laws and regulations. In addition, we use various third parties to sell our solutions and conduct our business abroad. We or our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies, or state-owned or affiliated entities and we can be held liable for the corrupt or other illegal activities of these third-party intermediaries, our employees, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities. We continue to update and implement our FCPA/anti-corruption compliance program and no assurance can be given that all of our employees and agents, as well as those companies to which we outsource certain of our business operations, will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible.

Any violation of the FCPA, other applicable anti-corruption laws and anti-money laundering laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, and, in the case of the FCPA, suspension or debarment from U.S. government contracts, which could have a material and adverse effect on our reputation, brand, business, operating results, and prospects. In addition, responding to any enforcement action may result in a materially significant diversion of management's attention and resources and significant defense costs and other third-party professional fees.

We are subject to governmental export and import controls that could impair our ability to compete in international markets or subject us to liability if we violate the controls.

Our solutions are subject to U.S. export controls, including the Export Administration Regulations and economic sanctions administered by the Office of Foreign Assets Control, and we incorporate encryption technology into certain of our solutions. These encryption products and the underlying technology may be exported outside of the United States only with the required export authorizations, including by license, a license exception or other appropriate government authorizations.

Furthermore, our activities are subject to the U.S. economic sanctions laws and regulations that prohibit the export of certain products and services without the required export authorizations, including to countries, governments and persons targeted by U.S. embargoes or sanctions. Additionally, the U.S. government has recently been critical of existing trade agreements and may impose more stringent export and import controls. Obtaining the necessary export license or other authorization for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities even if the export license ultimately may be granted. While we take precautions to prevent our solutions from being exported in violation of these laws, including obtaining authorizations for our encryption products, implementing IP address blocking and screenings against U.S. government and international lists of restricted and prohibited persons, we cannot guarantee that the precautions we take will prevent violations of export control and sanctions laws. Violations of U.S. sanctions or export control laws can result in significant fines or penalties and possible incarceration for responsible employees and managers could be imposed for criminal violations of these laws.

We also note that if our channel partners fail to obtain appropriate import, export or re-export licenses or permits, we may also be adversely affected, through reputational harm as well as other negative consequences including government investigations and penalties. We presently incorporate export control compliance requirements into our channel partner agreements; however, no assurance can be given that our channel partners will be able to comply with such requirements.

Also, various countries, in addition to the United States, regulate the import and export of certain encryption and other technology, including import and export licensing requirements, and have enacted laws that could limit our ability to distribute our solutions or could limit our end customers' ability to implement our solutions in those countries. Changes in our solutions or future changes in export and import regulations may create delays in the introduction of our solutions in international markets, prevent our end customers with international operations from deploying our solutions globally or, in some cases, prevent the export or import of our solutions to certain countries, governments, or persons altogether. From time to time, various governmental agencies have proposed additional regulation of encryption technology, including the escrow and government recovery of private encryption keys. Any change in export or import regulations, economic sanctions or related legislation, increased export and import controls stemming from U.S. government policies, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our solutions by, or in our decreased ability to export or sell our solutions to, existing or potential end customers with international operations. Any decreased use of our solutions or limitation on our ability to export or sell our solutions would adversely affect our business, operating results and prospects.

Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our operating results.

We do not collect sales and use, value added or similar taxes in all jurisdictions in which we have sales, and we have been advised that such taxes are not applicable to our products and services in certain jurisdictions. Sales and use, value added, and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable. If we are unsuccessful in collecting such taxes from our end customers, we could be held liable for such costs, which may adversely affect our operating results.

Our international operations may subject us to potential adverse tax consequences.

We have expanded our international operations and staff to better support our growth into the international markets. Our corporate structure and associated transfer pricing policies contemplate the business flows and future growth into the international markets, and consider the functions, risks and assets of the various entities involved in the intercompany transactions. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, including the United States, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to the intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency.

Changes in global tax laws could increase our worldwide tax rate and could have a material adverse effect on our business, cash flow, results of operations or financial conditions.

Global tax developments applicable to multinational businesses may have a material impact on our business, cash flow from operating activities, or financial results. The U.S. Department of Treasury has broad authority to issue regulations and interpretative guidance that may significantly impact how we comply with the law, which could affect our results of operations in the period issued. The Organization for Economic Cooperation and Development reached agreement among various countries to implement a minimum 15% tax rate on certain multinational enterprises, commonly referred to as Pillar Two. Many countries continue to announce changes in their tax laws and regulations based on the Pillar Two proposals. The potential effects of Pillar Two may vary depending on specific provisions and rules implemented by each country that adopts Pillar Two. These changes may increase our tax obligations in these countries. In addition, several countries have proposed or enacted Digital Services Taxes, many of which would apply to revenues derived from digital services. We will continue to assess the ongoing impact of these current and pending changes to global tax legislation and the impact on our future financial statements upon the finalization of laws, regulations and additional guidance. In addition, as we continue to evaluate our corporate structure, any changes to the taxation of undistributed foreign earnings could also change our plans regarding reinvestment of such earnings. Due to the large scale of our U.S. and international business activities, many of these enacted and proposed changes to the taxation of our activities could increase our worldwide effective tax rate and have an adverse effect on our operating results, cash flow or financial condition.

We are subject to income taxes as well as non-income-based taxes, in both the U.S. and various foreign jurisdictions. Many judgments are required in determining our worldwide provision for income taxes and other tax liabilities, and we are under audit by various tax authorities, which often do not agree with positions taken by us on our income and non-income-based tax returns. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

In general, under Section 382 of the United States Internal Revenue Code of 1986, as amended (the "Code"), a corporation that undergoes an ownership change is subject to limitations on its ability to utilize its pre-change net operating losses ("NOLs"), and other tax attributes to offset future taxable income. An ownership change occurs when a company's "five-percent shareholders" (as defined in Section 382 of the Code) collectively increase their ownership in the company by more than 50 percentage points (by value) over a rolling three-year period. Similar limitations may apply for state tax purposes. If our existing NOLs are subject to limitations arising from previous ownership changes, our ability to utilize NOLs could be limited by Section 382 of the Code. We may experience ownership changes in the future as a result of subsequent shifts in our stock ownership. In addition, at the state level, there may be periods during which the use of net operating losses is suspended or otherwise limited.

Risks Related to Our Convertible Notes

As of July 31, 2024, we had outstanding \$575.0 million aggregate principal amount of 0.25% convertible senior notes due 2027 (the "2027 Notes").

Servicing the 2027 Notes may require a significant amount of cash, and we may not have sufficient cash or the ability to raise the funds necessary to settle conversions of the 2027 Notes in cash, to repay the 2027 Notes at maturity, or to repurchase the 2027 Notes upon a fundamental change.

Holders of the 2027 Notes will have the right to require us to repurchase all or a portion of their 2027 Notes upon the occurrence of a fundamental change before the applicable maturity date at a repurchase price equal to 100% of the principal amount of such 2027 Notes to be repurchased, plus accrued and unpaid special interest, if any. In addition, upon conversion of the 2027 Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the 2027 Notes being converted. Moreover, we will be required to repay the 2027 Notes in cash at their maturity unless earlier converted or repurchased. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the 2027 Notes surrendered therefor or pay cash with respect to the 2027 Notes being converted or at their maturity.

In addition, our ability to repurchase the 2027 Notes or to pay cash upon conversions of such 2027 Notes or at their maturity may be limited by law, regulatory authority or agreements governing our future indebtedness. Our failure to repurchase the 2027 Notes at a time when the repurchase is required by the applicable indenture or to pay cash upon conversions of such 2027 Notes or at their maturity as required by the applicable indenture would constitute a default under such indenture. A default under the applicable indenture or the fundamental change itself could also lead to a default under agreements governing our future indebtedness. Moreover, the occurrence of a fundamental change under the applicable indenture could constitute an event of default under any such agreement. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness or to pay cash amounts due upon conversion, upon required repurchase or at maturity of the 2027 Notes.

The 2027 Notes bear interest at a rate of 0.25% per annum, with such interest to be paid semi-annually in arrears on each April 1 and October 1. Our ability to make scheduled payments of interest depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. Our business may not be able to generate cash flows from operations in the future that are sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flows, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt, or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. Higher prevailing interest rates and/or a tightening supply of credit would adversely affect the terms upon which we would be able to refinance our indebtedness, if at all. As a result, we may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, any of our future debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives.

The conditional conversion feature of the 2027 Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the 2027 Notes is triggered, holders of such 2027 Notes will be entitled to convert their 2027 Notes at any time during specified periods at their option. If one or more holders elect to convert their 2027 Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation in cash, which could adversely affect our liquidity. In addition, even if holders of the 2027 Notes do not elect to convert their 2027 Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of such 2027 Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The accounting method for the 2027 Notes, which may be settled in cash, has had, and may continue to have, a material effect on our reported financial results.

On August 1, 2021, we adopted Accounting Standards Update 2020-06. Our adoption of this new standard requires us to use the if-converted method for our diluted earnings per share calculation, the effect of which is that the transaction is accounted for as if all of the outstanding 2027 Notes were to be converted into shares of our Class A common stock, even if the 2027 Notes are not yet then convertible and even if, upon any conversion of the 2027 Notes, we may elect to settle the conversion using cash or a combination of cash and shares of our Class A common stock. As a result, our diluted earnings per share could be adversely affected in the future.

Risks Related to Ownership of Our Securities

The market price of our securities may be volatile and may decline.

The market price of our securities has fluctuated and may continue to fluctuate substantially. The market price of our securities depends on a number of factors, including those described in this "Risk Factors" section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our securities. Factors that could cause fluctuations in the market price of our securities include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of high technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- changes in financial estimates by any analysts who follow our company, including as a result of any current and future business model transitions, or our failure to meet these estimates or the expectations of investors;
- the financial projections we may provide to the public, any changes in these projections, or any failure to meet or exceed these projections;
- announcements by us or our competitors of new products and solutions or new or terminated significant contracts, commercial relationships or capital commitments;
- public analyst or investor reaction to our press releases, other public announcements and filings with the Securities and Exchange Commission;
- rumors and market speculation involving us or other companies in our industry;

- actual or anticipated changes or fluctuations in our operating results;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- actual or threatened litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or our solutions, or third-party proprietary rights;
- rumored, announced or completed acquisitions of businesses or technologies of or by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations, or principles;
- any major changes in our management or our Board of Directors;
- general economic conditions and slow or negative growth of our markets; and
- other events or factors which may be outside of our control, such as political and social unrest, terrorist attacks, hostilities, war, malicious human acts, climate change, natural disasters (including extreme weather), pandemics or other major public health concerns, and other similar events, or responses to these events.

In addition, the stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of our securities, regardless of our actual operating performance.

Sales of substantial amounts of our Class A common stock in the public markets, or the perception that they might occur, could reduce the price that our securities might otherwise attain and may dilute your voting power and your ownership interest in us.

Sales of a substantial number of shares of our Class A common stock in the public markets, particularly sales by our directors, executive officers and significant stockholders, or the perception that these sales could occur (including public disclosure of sales contemplated by 10b5-1 trading plans), could adversely affect the market price of our Class A common stock.

We have reserved a substantial number of shares of our Class A common stock for issuance upon vesting or exercise of our equity compensation plans and upon conversion of the 2027 Notes.

We have also registered the offer and sale of all shares of our Class A common stock that we may issue under our equity compensation plans.

We may also issue our shares of Class A common stock or additional securities convertible into shares of our Class A common stock from time to time in connection with a financing, acquisition, investments, or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and cause the market price of our Class A common stock to decline.

We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which would cause the price of our securities to decline.

From time to time, we release earnings guidance in our earnings conference calls, earnings releases, investor presentations, or otherwise, regarding our future performance that represents our management's estimates as of the date of release. This guidance includes forward-looking statements based on projections prepared by our management. Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies on our business, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. Some of those key assumptions relate to the macroeconomic environment, including inflation and interest rates, which are inherently difficult to predict.

We generally state possible outcomes as high and low ranges, which are intended to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results could not fall outside of the suggested ranges. Furthermore, analysts and investors may develop and publish their own projections of our business, which may form a consensus about our future performance. Our actual business results may vary significantly from such guidance or that consensus due to a number of factors, many of which are outside of our control, including those described in this "Risk Factors" section, any of which or combination thereof could materially and adversely affect our business and future operating results. Furthermore, if we make downward revisions of our previously announced guidance, if we withdraw our previously announced guidance, or if our publicly announced guidance of future operating results fails to meet expectations of securities analysts, investors or other interested parties, the price of our securities would decline.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results may vary from our guidance and the variations may be material. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our securities.

Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in this "Risk Factors" section could result in the actual operating results being different from our guidance, and the differences may be adverse and material.

Conversion of the 2027 Notes may dilute the ownership interest of existing stockholders, or may otherwise depress the price of our securities.

The conversion of some or all of the 2027 Notes, to the extent we deliver shares upon conversion thereof, will dilute the ownership interests of existing stockholders, reduce our earnings per share and potentially have an adverse effect on the price of our securities. Any sales in the public market of our Class A common stock issuable upon such conversion could adversely affect prevailing market prices of our securities. In addition, the existence of the 2027 Notes may encourage short selling by market participants because the conversion of the 2027 Notes could be used to satisfy short positions, or anticipated conversion of the 2027 Notes into shares of our Class A common stock could depress the price of our securities.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value.

In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock, of which \$218.9 million remained available for future share repurchases under the authorization as of July 31, 2024. The authorization has no fixed expiration date and does not obligate us to repurchase any specified number or dollar value of shares. The timing and amount of share repurchases depend upon prevailing stock prices, business and market conditions, corporate and regulatory requirements, alternative investment opportunities, and other factors. We cannot guarantee that the share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases under the program could affect, and increase the volatility of, the price of our Class A common stock and will diminish our cash reserves. In addition, as part of the Inflation Reduction Act signed into law in August 2022, the United States implemented a 1% excise tax on the value of certain stock repurchases by publicly traded companies. This tax could increase the costs to us of any share repurchases. The program may be modified, suspended or discontinued at any time, and any future announcement of a termination of the program could result in a decrease in the price of our Class A common stock.

If financial or industry analysts do not publish research or reports about our business, if they have difficulty understanding our business model, or if they issue inaccurate or unfavorable research regarding our securities, our stock price and trading volume could decline.

The trading market for our securities will be influenced by the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts or the content and opinions included in their reports. In addition, we recently transitioned to a subscription-based business model, which analysts may not have historically reflected, or may not accurately in the future reflect, in their research. The foregoing factors could affect analysts' ability to accurately forecast our results and make it more likely that we fail to meet their estimates. In the event we obtain industry or financial analyst coverage, if any of the analysts who cover us issue an inaccurate or unfavorable opinion regarding our securities, the price of our securities would likely decline. In addition, analyst research or reports may also raise performance expectations that we may not be able to meet. The stock prices of many companies in the high technology industry have declined significantly after those companies have failed to meet, or in some cases failed to significantly exceed, the financial guidance publicly announced by the companies or the expectations of analysts. If our financial results fail to meet (or exceed) our announced guidance or the expectations of analysts or public investors, analysts could downgrade our Class A common stock or publish unfavorable research about us. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause the price of our securities or trading volume to decline, potentially significantly.

Certain provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove members of our Board of Directors or current management and may adversely affect the market price of our securities.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our Board of Directors or take other corporate actions, including effecting changes in our management. These provisions include:

- a classified Board of Directors with three-year staggered terms (which is being phased out so that our Board of Directors will be fully declassified by our 2025 annual meeting of stockholders), which could delay the ability of stockholders to change the membership of a majority of our Board of Directors;

- the ability of our Board of Directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- the exclusive right of our Board of Directors to elect a director to fill a vacancy created by the expansion of our Board of Directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board of Directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairman of our Board of Directors, our lead independent director, our president, our secretary, or a majority vote of our Board of Directors, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- the ability of our Board of Directors, by majority vote, to amend our amended and restated bylaws, which may allow our Board of Directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend our amended and restated bylaws to facilitate an unsolicited takeover attempt; and
- advance notice procedures with which stockholders must comply to nominate candidates to our Board of Directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time.

Our amended and restated bylaws designate the Court of Chancery of the State of Delaware and, to the extent enforceable, the federal district courts of the United States of America as the exclusive forums for certain disputes between us and our stockholders, which will restrict our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: any derivative action or proceeding brought on our behalf, any action asserting a breach of a fiduciary duty, any action arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine. This choice of forum provision does not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction.

Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated bylaws provide that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions.

These choice of forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees. If a court were to find either exclusive-forum provision in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could seriously harm our business.

We do not intend to pay dividends in the foreseeable future. As a result, your ability to achieve a return on your investment will depend on appreciation in the price of our Class A common stock.

We have never declared or paid any cash dividends on our Class A common stock. We do not anticipate paying any dividends on our Class A common stock in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

General Risk Factors

Investors' and other stakeholders' expectations of our performance relating to environmental, social and governance factors may impose additional costs and expose us to new risks.

There is an increasing focus from certain investors, customers, partners, employees, other stakeholders, and regulators concerning environmental, social and governance matters ("ESG"). Some investors may use these non-financial performance factors to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies and actions relating to ESG are inadequate. We may face reputational damage in the event that we do not meet the ESG standards set by various constituencies.

As ESG best practices and reporting standards continue to develop, we may incur increasing costs relating to ESG monitoring and reporting and complying with ESG initiatives. For example, the SEC has recently adopted climate change and ESG reporting requirements. Following several legal challenges, the SEC has issued an order staying the implementation of such rules. If the SEC prevails and lifts the stay on implementation, our compliance costs would increase. We may also face greater costs to comply with new ESG standards or initiatives in the European Union. We publish an annual ESG report, which reports, among other things, our greenhouse gas emissions and our efforts to manage our emissions. In addition, our annual ESG report provides highlights of how we are supporting our workforce, including our diversity, equity, inclusion, and belonging efforts. Our disclosures on these matters, or a failure to meet evolving stakeholder expectations for ESG practices and reporting, may potentially harm our reputation and customer relationships. Due to new regulatory standards and market standards, certain new or existing customers, particularly those in the European Union, may impose stricter ESG guidelines or mandates for, and may scrutinize relationships more closely with, their counterparties, including us, which may lengthen sales cycles or increase our costs.

Furthermore, if our competitors' ESG performance is perceived to be better than ours, potential or current investors may elect to invest with our competitors instead. In addition, in the event that we communicate certain initiatives or goals regarding ESG matters, we could fail, or be perceived to fail, in our achievement of such initiatives or goals, or we could be criticized for the scope of such initiatives or goals. If we fail to satisfy the expectations of investors, customers, employees and other stakeholders or our initiatives are not executed as planned, our business, financial condition, results of operations, and prospects could be adversely affected.

Our business is subject to the risks of natural disasters (including extreme weather), pandemics, man-made problems, and other similar events that may be outside of our control.

Significant natural disasters (such as earthquakes, fires, floods, and extreme weather), man-made problems (such as significant power outages, security breaches, acts of terrorism or war, civil unrests, or geopolitical turmoil), and other similar events that may be outside of our control could have an adverse impact on our business and operating results. For example, despite the implementation of network security measures, our networks also may be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our solutions. Further, both our corporate headquarters and our contract manufacturer are located in the San Francisco Bay Area, a region known for seismic activity. In addition, natural disasters (including extreme weather) and man-made problems could cause disruptions in our or our end customers' or channel partners' businesses, our suppliers' and manufacturers' operations or the global economy as a whole. Epidemics, pandemics such as the COVID-19 pandemic, other outbreaks of novel diseases or other major public health concerns could also cause disruptions in our or our end customers' or channel partners' businesses, our supply chain, our suppliers' and manufacturers' operations, or the global economy as a whole. We also rely on IT systems to communicate among our workforce and with third parties. Any disruption to our communications, whether caused by a natural disaster or by man-made problems, such as power disruptions, could adversely affect our business. We do not have a formal disaster recovery plan or policy in place and do not currently require that our manufacturing partners have such plans or policies in place. To the extent that any such disruptions result in delays or cancellations of orders or impede our suppliers' or our manufacturers' ability to timely deliver our solutions and product components, or the deployment of our solutions, our business, operating results and financial condition would be adversely affected. We do maintain what we believe are commercially reasonable levels of business interruption insurance. However, such insurance may not adequately cover our losses in the event of a significant disruption in our business.

We may further expand through acquisitions of, or investments in, other companies (or vice versa through divestitures), each of which may divert our management's attention, resulting in additional dilution to our stockholders and consumption of resources that are necessary to sustain and grow our business.

Our business strategy may, from time to time, include acquiring other complementary products, technologies or businesses or divesting certain products. We also may enter into relationships with other businesses in order to expand our solutions, which could involve preferred or exclusive licenses, additional channels of distribution or discount pricing or investments in other companies. Negotiating these transactions can be time-consuming, difficult and expensive, and our ability to close these transactions may be subject to third-party approvals, such as government regulatory approvals, which are beyond our control. Consequently, we can make no assurance that these transactions, once undertaken and announced, will close.

These kinds of acquisitions, divestitures or investments may result in unforeseen expenditures and operating and integration difficulties, especially if the acquisitions, divestitures or investments are more complex in structure and scope, including due to the geographic location of the acquired company. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel, or operations of companies that we may acquire, particularly if the key personnel of the acquired business choose not to work for us. We may have difficulty retaining the customers of any acquired business or the acquired technologies or research and development expectations may prove unsuccessful. Acquisitions or divestitures may also disrupt our ongoing business, divert our resources, require significant management attention that would otherwise be available for development of our business, and may be viewed negatively by our end customers, investors or securities analysts. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition or divestiture transaction, including accounting charges. Any acquisition or investment could expose us to unknown liabilities and risks, and we may incur additional costs and expenses necessary to address an acquired company's failure to comply with laws and governmental rules and regulations. Moreover, we cannot assure you that the anticipated benefits of any acquisition or investment would be realized in a timely manner, if at all, or that we would not be exposed to unknown liabilities. In connection with these types of transactions, we may issue additional equity securities that would dilute our stockholders, use cash that we may need in the future to operate our business, incur debt on terms unfavorable to us or that we are unable to repay, incur large charges or substantial liabilities, encounter difficulties integrating diverse business cultures, and become subject to adverse tax consequences, substantial depreciation or deferred compensation charges. These challenges related to acquisitions, divestitures or investments could adversely affect our business, operating results, financial condition, and prospects.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our operating results.

Our sales contracts are denominated in U.S. dollars, and therefore, substantially all of our revenue is not subject to foreign currency risk. However, any relative strengthening of the U.S. dollar would increase the real cost of our solutions to our end customers outside of the United States, which could adversely affect our financial condition and operating results. In addition, an increasing portion of our operating expenses is incurred outside the United States, is denominated in foreign currencies such as the Euro, the Pound Sterling, the Indian Rupee, the Canadian Dollar, and the Australian Dollar, and is subject to fluctuations due to changes in foreign currency exchange rates. In particular, current geopolitical instability and fiscal and monetary policies have caused, and may continue to cause, significant volatility in the currency exchange rates, and such volatility may continue for the foreseeable future. If we become more exposed to currency fluctuations and are not able to successfully hedge against the risks associated with currency fluctuations, our operating results could be adversely affected. Furthermore, such currency fluctuations may also adversely impact our ability to accurately predict our future financial results. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative instruments.

Item 1B. Unresolved Staff Comments

Not Applicable.

Item 1C. Cybersecurity

Cybersecurity is an important component of our overall enterprise risk management strategy. We are committed to protecting our information systems and data from a wide range of cybersecurity threats, including operational risks, intellectual property theft, fraud, extortion, privacy violations, legal risks, and reputational damage. Our approach integrates comprehensive processes and technologies designed to identify, assess, and mitigate these risks.

Risk Management and Strategy

- **Enterprise Risk Management Integration:** Our cybersecurity program is integrated into our broader enterprise risk management program ("ERM"). This integration is designed to ensure that cybersecurity risks are evaluated alongside other risks to the organization. Our ERM framework is periodically refreshed and involves collaboration with subject matter experts to assess the severity of potential cybersecurity threats and develop appropriate mitigation strategies.
- **Advanced Cybersecurity Processes:** We employ a multi-faceted approach to cybersecurity:
 - **Security and Privacy Reviews:** Regular reviews of new features, software, and vendors help us work to identify and address potential risks before they impact our systems.
 - **Security Development Lifecycle:** Our internal software development lifecycle process is designed to build our products in part relying upon industry-standard practices and third-party tools and services to test our code and bundled third-party libraries for known security misconfigurations and errors.
 - **Vulnerability Management:** We operate a robust vulnerability management program designed to identify and address hardware and software vulnerabilities proactively.
 - **Network and System Monitoring:** Our systems are monitored using a range of tools designed to detect suspicious activities and potential breaches in real time.
 - **Threat Intelligence Program:** Our threat intelligence program models and researches potential adversaries, enhancing our preparedness against emerging threats.
 - **Training and Simulations:** We regularly conduct training and simulations designed to ensure our teams are prepared for a variety of cybersecurity scenarios.
 - **Security Ecosystem:** We routinely and regularly engage with consultants, assessors, auditors, and other expert third parties to help us in our understanding, discovery, and response to risks based on their growing impact or likelihood.
- **Frameworks and Standards:** Our cybersecurity practices are designed with reference to industry-standard frameworks, including those from the International Organization for Standardization and the National Institute of Standards and Technology and other internationally recognized standards, which can be found here: <https://www.nutanix.com/trust/compliance-and-certifications>, which link is included as an inactive reference and the content of which is not incorporated by reference into this Annual Report on Form 10-K. We continually work to improve our security controls based on these standards and industry best practices.

- **Incident Response and Recovery:** We have established a comprehensive Privacy and Cybersecurity Incident Response Program to manage and respond to cybersecurity incidents. This program includes processes for triaging, assessing, escalating, containing, investigating, and remediating incidents. We also maintain procedures to comply with legal obligations and mitigate reputational damage. Regular tabletop exercises help us test and strengthen our incident response capabilities.
- **Vendor Risk Management:** Our vendor risk management program is designed to mitigate risks associated with third-party service providers. This program includes pre-engagement diligence, contractual security provisions, and ongoing monitoring of third-party compliance with our security requirements. We also have an external bug bounty program to identify and address vulnerabilities before they can be exploited.

Information on the cybersecurity risks we face is discussed in Part I, Item 1A, "Risk Factors." We believe that risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected us, including our business strategy, results of operations or financial condition. However, we remain subject to risks from unknown or future cybersecurity threats that could materially affect us, including our business strategy, results of operations or financial condition. We remain vigilant and continue to invest in security technologies and practices to safeguard our systems.

Governance

- **Board and Committee Oversight:** Our Board of Directors (our "Board") plays an active role in overseeing cybersecurity risks. Our Board's Security and Privacy Committee, which is composed entirely of independent directors, assists our Board in its oversight of our management of technology and information security risks and compliance with data protection and privacy laws. This committee regularly reviews our cybersecurity programs and policies as part of our overall risk management and business strategy discussions, and receives regular updates from management on our data security posture, third-party assessments, and progress toward risk-mitigation goals. The committee also reviews incident response plans and any significant cybersecurity threats or incidents. Our Board's Security and Privacy Committee reports quarterly to our Board regarding its activities in overseeing cybersecurity risk management.
- **Management's Role:** Our Chief Information Security Officer ("CISO") leads our global cybersecurity program, overseeing risk identification, evaluation, and response to material security incidents. The CISO partners with a cross-functional leadership team including the Chief Product Security Officer ("CPSO"), Chief Information Officer ("CIO"), and Legal and Privacy Counsel, to develop and implement our overall cybersecurity strategy. This team contributes to the development of policies, monitors evolving risks, manages the overall cybersecurity and privacy programs, and reports on these and related topics to our Board's Security and Privacy Committee. Our CISO has served in various roles in information technology and information security for over 25 years, including previously serving as Chief Information Security Officer at two other companies. He holds an undergraduate degree in computer science. Our CPSO spent most of the first two decades of his career with the U.S. Department of Defense, where he held various roles in information technology and other high-governance technology-driven positions. Over the past ten years, he has built security programs with Nutanix, which has culminated in his current role. He holds an undergraduate degree in computer information systems.
- **Incident Management:** Our Enterprise and Product Security Team manages our incident response efforts. This team assesses incidents' severity, coordinates the response, and communicates with relevant stakeholders. Our Security and Privacy Management Team, including, as appropriate, our CISO, CIO, and CPSO, provides additional expertise and support as needed.

Item 2. Properties

Our corporate headquarters are located in San Jose, California where, under lease agreements that expire through May 2030, we currently lease approximately 215,000 square feet of space. We also maintain offices in North America, Europe, Asia Pacific, the Middle East, Latin America, and Africa. We lease all of our facilities and do not own any real property. We believe that our facilities are adequate to meet our needs for the immediate future and that, should it be needed, we would lease suitable additional space to accommodate our operations.

Item 3. Legal Proceedings

The information set forth under the "Legal Proceedings" subheading in Note 7 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information for Common Stock

Our Class A common stock began trading publicly on the NASDAQ Stock Market under the ticker symbol "NTNX" on September 30, 2016. Prior to that time, there was no public market for our Class A common stock. The following table sets forth, for the periods indicated, the high and low sale prices of our Class A common stock as reported on the Nasdaq Global Select Market.

Fiscal Quarter:	Fiscal 2023		Fiscal 2024	
	High	Low	High	Low
First quarter	\$ 27.40	\$ 15.21	\$ 38.92	\$ 29.11
Second quarter	\$ 33.32	\$ 25.09	\$ 56.94	\$ 36.54
Third quarter	\$ 29.52	\$ 23.42	\$ 65.98	\$ 54.43
Fourth quarter	\$ 30.55	\$ 23.94	\$ 73.37	\$ 47.91

Holdings of Record

As of July 31, 2024, there were 51 holders of record of our Class A common stock. This figure does not include a substantially greater number of "street name" holders or beneficial holders of our common stock whose shares are held of record by banks, brokers and other financial institutions.

Dividend Policy

We have never declared or paid cash dividends on our Class A common stock. We do not anticipate paying any dividends on our Class A common stock in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our Board of Directors, subject to applicable laws and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our Board of Directors may deem relevant.

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Purchases of Equity Securities by the Issuer

The following table summarizes the share repurchase activity for the three months ended July 31, 2024:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
		(in thousands, except per share amounts)		
May 1 - 31, 2024	393	\$ 63.67	393	\$ 218,913
June 1 - 30, 2024	—	\$ —	—	\$ 218,913
July 1 - 31, 2024	—	\$ —	—	\$ 218,913
Total	<u>393</u>		<u>393</u>	

- (1) In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock. We may repurchase shares from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act in accordance with applicable securities laws and other restrictions. The timing and amount of share repurchases will depend upon prevailing stock prices, business and market conditions, corporate and regulatory requirements, alternative investment opportunities and other factors. The authorization has no expiration date and may be modified, suspended or discontinued at any time and does not obligate us to repurchase any minimum number of shares.

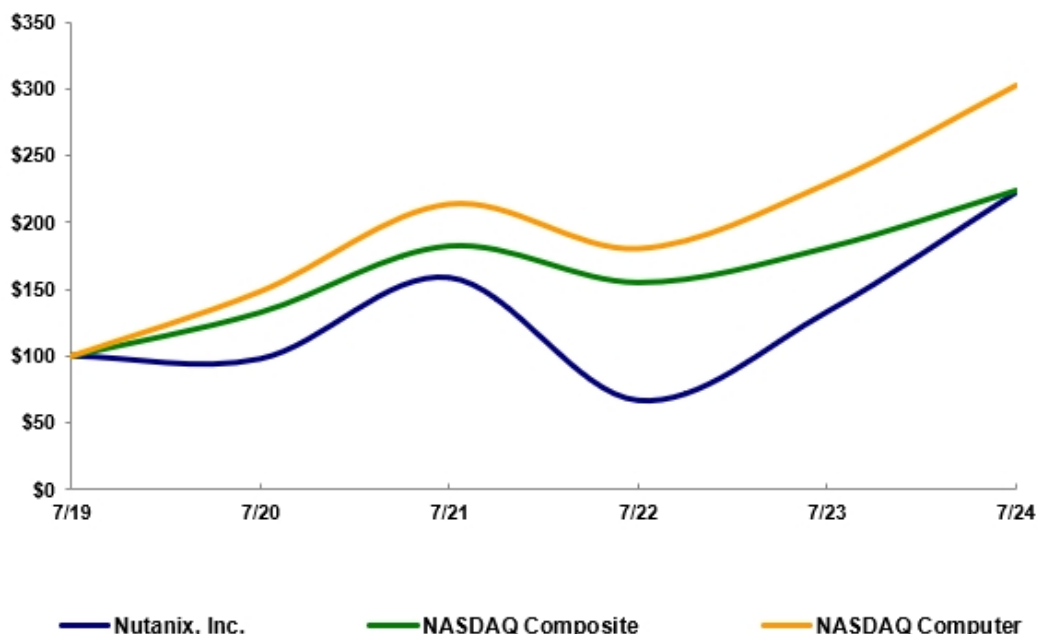
This table excludes shares withheld from stock awards to settle employee tax withholding obligations related to the vesting of such awards.

Stock Performance Graph

The following graph shows a comparison from July 31, 2019 through July 31, 2024 of the cumulative five-year total shareholder return for our Class A common stock based on the closing price on the last day of each respective period. The graph assumes an initial investment of \$100 on July 31, 2019 in the common stock of Nutanix, Inc., the NASDAQ Composite Index and NASDAQ Computer Index and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Nutanix, Inc., the NASDAQ Composite Index
and the NASDAQ Computer Index



*\$100 invested on 7/31/19 in stock or index, including reinvestment of dividends.
Fiscal year ending July 31.

	Fiscal Year					
	7/31/19	7/31/20	7/31/21	7/31/22	7/31/23	7/31/24
Nutanix, Inc.	\$ 100.00	\$ 97.75	\$ 158.68	\$ 66.65	\$ 133.04	\$ 222.51
Nasdaq Composite Index	\$ 100.00	\$ 132.78	\$ 182.62	\$ 155.31	\$ 181.43	\$ 224.29
Nasdaq Computer Index	\$ 100.00	\$ 148.33	\$ 213.70	\$ 180.46	\$ 229.05	\$ 302.45

The information on the above graph shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act, and shall not be incorporated by reference into any registration statement or other document filed by us with the SEC, whether made before or after the date of this Annual Report on Form 10-K, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Securities Authorized for Issuance Under Equity Compensation Plans

The information required by this item is incorporated herein by reference to our definitive proxy statement for our 2024 annual meeting of stockholders, which will be filed no later than 120 days after the end of our fiscal year ended July 31, 2024.

Item 6. [Reserved]

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition, results of operations and cash flows should be read in conjunction with the consolidated financial statements and the related notes thereto included elsewhere in this Annual Report on Form 10-K. The last day of our fiscal year is July 31. Our fiscal quarters end on October 31, January 31, April 30 and July 31. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" or in other parts of this Annual Report on Form 10-K. See also "Special Note Regarding Forward-Looking Statements" above.

Overview

Nutanix, Inc. ("we," "us," "our," or "Nutanix") is a global leader in cloud software, offering organizations a single platform for running applications and managing data, anywhere. Our vision is to make hybrid multicloud deployments simple and free customers to focus on achieving their business outcomes. Our mission is to delight customers with an open hybrid multicloud platform with rich data services to run and manage any application, anywhere.

Our Nutanix Cloud Platform is designed to enable organizations to build a hybrid multicloud infrastructure, providing a consistent cloud operating model with a single platform for running applications and managing data in core data centers, at the edge, and in public clouds, all while supporting a variety of hypervisors and container platforms. Nutanix Cloud Platform supports a wide variety of workloads with varied compute, storage, and network requirements, including business-critical applications, data platforms (including SQL and NoSQL databases and business intelligence applications), general-purpose workloads (including system infrastructure, networking, and security), end-user computing and virtual desktop infrastructure services, enterprise artificial intelligence ("AI") workloads (including machine learning and generative AI workloads), and cloud native applications (including modern, containerized applications).

We originally pioneered hyperconverged infrastructure to break down legacy silos by merging compute, storage and networking into a single, easy-to-use, software-defined data center platform. We continued to innovate and developed Nutanix AHV, our native hypervisor that offers enterprise-grade virtualization and built-in Kubernetes support. To provide our customers with more choice, we further engineered our software solutions to run on a variety of server platforms, decoupling our software from Nutanix-branded hardware appliances and powering a variety of on-premises private cloud deployments, as part of our previously-completed transition from a hardware company to a software company. To provide our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs, we reshaped our licensing by completing a transition to a subscription-based business model. In addition to making hybrid multicloud deployments simple, we have a further long-term vision to enable developers to build modern container-based applications once and run them anywhere through Project Beacon, our multi-year effort to provide consistent Kubernetes platform management and data-centric platform services across clouds.

Our business is organized into a single operating and reportable segment. We operate a subscription-based business model, meaning one in which our products, including associated support and entitlement arrangements, are sold with a defined duration.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

We had a broad and diverse base of over 26,000 end customers as of July 31, 2024, including approximately 1,060 Global 2000 enterprises. We define the number of end customers as the number of end customers for which we have received an order by the last day of the period, excluding partners to which we have sold products for their own demonstration purposes. A single organization or customer may represent multiple end customers for separate divisions, segments, or subsidiaries, and the total number of end customers may contract due to mergers, acquisitions, or other consolidation among existing end customers.

Our solutions are primarily sold through our channel partners or original equipment manufacturers ("OEMs") and delivered directly to our end customers. We have end customers across a broad range of industries, such as automotive, consumer goods, education, energy, financial services, healthcare, manufacturing, media, public sector, retail, technology, and telecommunications. We also sell to service providers, who utilize our platform to provide a variety of cloud-based services to their customers.

We continue to invest in the profitable growth of our business over the long run, including the development of our solutions and investing in sales and marketing to capitalize on our market opportunities, while improving our operating cash flow performance by focusing on creating operational efficiencies throughout our organization, including go-to-market efficiencies, particularly by generating leverage through partnerships. By maintaining this balance, we believe that we can sustain profitable growth.

Key Financial and Performance Metrics

We monitor the following key financial and performance metrics:

	As of and for the Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands, except percentages and end customer count)		
Total revenue	\$ 1,580,796	\$ 1,862,895	\$ 2,148,816
Year-over-year percentage increase	13.4%	17.8%	15.3%
Total billings	\$ 1,708,641	\$ 2,005,582	\$ 2,407,756
Annual contract value ("ACV") billings	\$ 756,326	\$ 956,810	\$ 1,162,428
Annual recurring revenue ("ARR")	\$ 1,202,438	\$ 1,561,981	\$ 1,907,982
Gross profit	\$ 1,259,640	\$ 1,530,708	\$ 1,824,704
Non-GAAP gross profit	\$ 1,311,662	\$ 1,575,385	\$ 1,862,203
Gross margin	79.7%	82.2%	84.9%
Non-GAAP gross margin	83.0%	84.6%	86.7%
Operating expenses	\$ 1,718,492	\$ 1,737,858	\$ 1,817,141
Non-GAAP operating expenses	\$ 1,398,881	\$ 1,414,389	\$ 1,515,096
Operating (loss) income	\$ (458,852)	\$ (207,150)	\$ 7,563
Non-GAAP operating (loss) income	\$ (87,219)	\$ 160,996	\$ 347,107
Operating margin	(29.0)%	(11.1)%	0.4%
Non-GAAP operating margin	(5.5)%	8.6%	16.2%
Net cash provided by operating activities	\$ 67,543	\$ 272,403	\$ 672,931
Free cash flow	\$ 18,485	\$ 206,999	\$ 597,679
Total end customers ⁽¹⁾	22,600	24,550	26,530

(1) The total end customer count reflects standard adjustments/consolidation to certain customer accounts within our system of record and is rounded to the nearest 10.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Disaggregation of Revenue and Billings

The following table depicts the disaggregation of revenue and billings by type, consistent with how we evaluate our financial performance:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Disaggregation of revenue:			
Subscription revenue	\$ 1,433,773	\$ 1,730,848	\$ 2,016,776
Professional services revenue	91,744	91,841	100,852
Other non-subscription product revenue ⁽¹⁾	55,279	40,206	31,188
Total revenue	\$ 1,580,796	\$ 1,862,895	\$ 2,148,816
Disaggregation of billings:			
Subscription billings	\$ 1,563,560	\$ 1,868,943	\$ 2,253,633
Professional services billings	89,802	96,433	122,935
Other non-subscription product billings ⁽¹⁾	55,279	40,206	31,188
Total billings	\$ 1,708,641	\$ 2,005,582	\$ 2,407,756

(1) Prior to fiscal 2024, these amounts were presented as separate line items, Non-portable software and Hardware, as described below. Prior period amounts have been updated to conform to the current period presentation.

Subscription revenue — Subscription revenue includes any performance obligation which has a defined term and is generated from the sales of software entitlement and support subscriptions, subscription software licenses and cloud-based software-as-a-service ("SaaS") offerings.

- **Ratable** — We recognize revenue from software entitlement and support subscriptions and SaaS offerings ratably over the contractual service period, the substantial majority of which relate to software entitlement and support subscriptions. These offerings represented approximately \$770.4 million, \$905.8 million and \$1.0 billion of our subscription revenue for fiscal 2022, 2023 and 2024, respectively.
- **Upfront** — Revenue from our subscription software licenses is generally recognized upfront upon transfer of control to the customer, which happens when we make the software available to the customer. These subscription software licenses represented approximately \$663.4 million, \$825.0 million and \$987.8 million of our subscription revenue for fiscal 2022, 2023 and 2024, respectively.

Professional services revenue — We also sell professional services with our products. We recognize revenue related to professional services as they are performed.

Other non-subscription product revenue — Other non-subscription product revenue includes approximately \$49.7 million, \$37.4 million and \$27.9 million of non-portable software revenue for fiscal 2022, 2023 and 2024, respectively, and approximately \$5.6 million, \$2.8 million and \$3.3 million of hardware revenue for fiscal 2022, 2023 and 2024, respectively.

- **Non-portable software revenue** — Non-portable software revenue includes sales of our platform when delivered on a configured-to-order server by us or one of our OEM partners. The software licenses associated with these sales are typically non-portable and can be used over the life of the server on which the software is delivered. Revenue from our non-portable software products is generally recognized upon transfer of control to the customer.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

- *Hardware revenue* — In the infrequent transactions where the hardware platform is purchased directly from Nutanix, we consider ourselves to be the principal in the transaction and we record revenue and costs of goods sold on a gross basis. We consider the amount allocated to hardware revenue to be equivalent to the cost of the hardware procured. Hardware revenue is generally recognized upon transfer of control to the customer.

Non-GAAP Financial Measures and Key Performance Measures

We regularly monitor total billings, ACV billings, ARR, non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income (loss), non-GAAP operating margin, free cash flow, and total end customers, which are non-GAAP financial measures and key performance measures, to help us evaluate our growth and operational efficiencies, measure our performance, identify trends in our sales activity, and establish our budgets. We evaluate these measures because they:

- are used by management and our Board of Directors to understand and evaluate our performance and trends, as well as to provide a useful measure for period-to-period comparisons of our core business, particularly as we operate a subscription-based business model;
- are widely used as a measure of financial performance to understand and evaluate companies in our industry; and
- are used by management to prepare and approve our annual budget and to develop short-term and long-term operational and compensation plans, as well as to assess our actual performance against our goals.

Total billings is a performance measure which we believe provides useful information to our management and investors, as it represents the dollar value under binding purchase orders received and billed during a given period. ACV billings is a performance measure that we believe has provided useful information to our management and investors during our transition to a subscription-based business model as it has allowed us to better track the top-line growth of business during the transition because it takes into account variability in term lengths. ARR is a performance measure that we believe provides useful information to our management and investors as it allows us to better track the top-line growth of our subscription business because it takes into account variability in term lengths. Non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income (loss), and non-GAAP operating margin are performance measures which we believe provide useful information to investors, as they provide meaningful supplemental information regarding our performance and liquidity by excluding certain expenses and expenditures, such as stock-based compensation expense, that may not be indicative of our ongoing core business operating results. Free cash flow is a performance measure that we believe provides useful information to management and investors about the amount of cash generated by the business after capital expenditures. We use these non-GAAP financial and key performance measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Total billings, ACV billings, ARR, non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income (loss), non-GAAP operating margin, and free cash flow have limitations as analytical tools and they should not be considered in isolation or as substitutes for analysis of our results as reported under generally accepted accounting principles ("GAAP") in the United States. Total billings, non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income (loss), non-GAAP operating margin, and free cash flow are not substitutes for total revenue, gross profit, gross margin, operating expenses, operating income (loss), operating margin, or net cash provided by (used in) operating activities, respectively. There is no GAAP measure that is comparable to ACV billings or ARR, so we have not reconciled either ACV billings or ARR numbers included in this Annual Report on Form 10-K to any GAAP measure. In addition, other companies, including companies in our industry, may calculate non-GAAP financial measures and key performance measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures and key performance measures as tools for comparison. We urge you to review the reconciliation of our non-GAAP financial measures and key performance measures to the most directly comparable GAAP financial measures included below and not to rely on any single financial measure to evaluate our business.

We calculate our non-GAAP financial and key performance measures as follows:

Total billings — We calculate total billings by taking the change in deferred revenue less the change in unbilled accounts receivable between the start and end of the period and adding that to total revenue recognized in the same period.

ACV billings — We calculate ACV billings as the sum of the ACV for all contracts billed during the period. **ACV** is defined as the total annualized value of a contract, excluding amounts related to professional services and hardware. We calculate the total annualized value for a contract by dividing the total value of the contract by the number of years in the term of such contract, using, where applicable, an assumed term of five years for life-of-device contracts that do not have a specified term. We will discontinue reporting ACV billings beginning with our first quarter of fiscal 2025.

ARR — We calculate ARR as the sum of ACV for all subscription contracts in effect as of the end of the period. For the purposes of this calculation, we assume that the contract term begins on the date a contract is booked, unless the terms of such contract prevent us from fulfilling our obligations until a later period, and irrespective of the periods in which we would recognize revenue for such contract. ARR excludes all life-of-device contracts.

Non-GAAP gross profit and Non-GAAP gross margin — We calculate non-GAAP gross margin as non-GAAP gross profit divided by total revenue. We define non-GAAP gross profit as gross profit adjusted to exclude stock-based compensation expense, amortization of acquired intangible assets, restructuring charges, impairment of lease-related assets, and costs associated with certain other non-recurring transactions. Our presentation of non-GAAP gross profit and non-GAAP gross margin should not be construed as implying that our future results will not be affected by any recurring expenses or any unusual or non-recurring items that we exclude from our calculation of these non-GAAP financial measures.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Non-GAAP operating expenses — We define non-GAAP operating expenses as total operating expenses adjusted to exclude stock-based compensation expense, amortization of acquired intangible assets, restructuring charges, impairment of lease-related assets, litigation settlement accruals and legal fees related to certain non-ordinary course litigation matters, and costs associated with certain other non-recurring transactions. Our presentation of non-GAAP operating expenses should not be construed as implying that our future results will not be affected by any recurring expenses or any unusual or non-recurring items that we exclude from our calculation of this non-GAAP financial measure.

Non-GAAP operating income (loss) and Non-GAAP operating margin — We calculate non-GAAP operating margin as non-GAAP operating income (loss) divided by total revenue. We define non-GAAP operating income (loss) as operating income (loss) adjusted to exclude stock-based compensation expense, amortization of acquired intangible assets, restructuring charges, impairment of lease-related assets, litigation settlement accruals and legal fees related to certain non-ordinary course litigation matters, and costs associated with certain other non-recurring transactions. Our presentation of non-GAAP operating income (loss) and non-GAAP operating margin should not be construed as implying that our future results will not be affected by any recurring expenses or any unusual or non-recurring items that we exclude from our calculation of these non-GAAP financial measures.

Free cash flow — We calculate free cash flow as net cash provided by (used in) operating activities less purchases of property and equipment, which measures our ability to generate cash from our business operations after our capital expenditures.

Total end customers — We define the number of end customers as the number of end customers for which we have received an order by the last day of the period, excluding partners to which we have sold products for their own demonstration purposes. A single organization or customer may represent multiple end customers for separate divisions, segments, or subsidiaries, and the total number of end customers may contract due to mergers, acquisitions, or other consolidation among existing end customers.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

The following table presents a reconciliation of total billings, non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income (loss), non-GAAP operating margin, and free cash flow to the most directly comparable GAAP financial measures, for each of the periods indicated:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands, except percentages)		
Total revenue	\$ 1,580,796	\$ 1,862,895	\$ 2,148,816
Change in deferred revenue	127,845	142,687	258,940
Total billings (non-GAAP)	<u>\$ 1,708,641</u>	<u>\$ 2,005,582</u>	<u>\$ 2,407,756</u>
Gross profit	\$ 1,259,640	\$ 1,530,708	\$ 1,824,704
Stock-based compensation	38,225	34,577	34,107
Amortization of intangible assets	13,579	9,870	3,392
Restructuring charges	218	230	—
Non-GAAP gross profit	<u>\$ 1,311,662</u>	<u>\$ 1,575,385</u>	<u>\$ 1,862,203</u>
Gross margin	79.7%	82.2%	84.9%
Stock-based compensation	2.4%	1.9%	1.6%
Amortization of intangible assets	0.9%	0.5%	0.2%
Restructuring charges	—	—	—
Non-GAAP gross margin	<u>83.0%</u>	<u>84.6%</u>	<u>86.7%</u>
Operating expenses	\$ 1,718,492	\$ 1,737,858	\$ 1,817,141
Stock-based compensation	(305,021)	(277,168)	(299,726)
Amortization of intangible assets	(2,604)	(827)	(317)
Restructuring (charges) reversals	(10,957)	(5,073)	194
Early exit of lease-related assets	(597)	(1,726)	—
Litigation settlement accrual and legal fees	(432)	(38,675)	(1,971)
Other	—	—	(225)
Non-GAAP operating expenses	<u>\$ 1,398,881</u>	<u>\$ 1,414,389</u>	<u>\$ 1,515,096</u>
(Loss) income from operations	\$ (458,852)	\$ (207,150)	\$ 7,563
Stock-based compensation	343,246	311,745	333,833
Amortization of intangible assets	16,183	10,697	3,709
Restructuring charges (reversals)	11,175	5,303	(194)
Early exit of lease-related assets	597	1,726	—
Litigation settlement accrual and legal fees	432	38,675	1,971
Other	—	—	225
Non-GAAP (loss) income from operations	<u>\$ (87,219)</u>	<u>\$ 160,996</u>	<u>\$ 347,107</u>
Operating margin	(29.0)%	(11.1)%	0.4%
Stock-based compensation	21.8%	16.6%	15.5%
Amortization of intangible assets	1.0%	0.6%	0.2%
Restructuring charges (reversals)	0.7%	0.3%	—
Early exit of lease-related assets	—	0.1%	—
Litigation settlement accrual and legal fees	—	2.1%	0.1%
Other	—	—	—
Non-GAAP operating margin	<u>(5.5)%</u>	<u>8.6%</u>	<u>16.2%</u>
Net cash provided by operating activities	\$ 67,543	\$ 272,403	\$ 672,931
Purchases of property and equipment	(49,058)	(65,404)	(75,252)
Free cash flow (non-GAAP)	<u>\$ 18,485</u>	<u>\$ 206,999</u>	<u>\$ 597,679</u>

Factors Affecting Our Performance

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

We believe that our future success will depend on many factors, including those described below. While these areas present significant opportunity, they also present risks that we must manage to achieve successful results. Refer to Part I, Item 1A. "Risk Factors" in this Annual Report on Form 10-K for details. If we are unable to address these challenges, our business and operating results could be materially and adversely affected.

Investment in Profitable Growth

We continue to invest in our growth over the long run, while improving our operating cash flow performance by focusing on creating operational efficiencies throughout our organization, including go-to-market efficiencies, particularly by generating leverage through partnerships. By maintaining this balance, we believe we can sustain profitable growth.

Investment in Sales and Marketing – Our ability to drive top-line growth depends, in large part, on our ability to capitalize on our market opportunity, including our ability to recruit, train and retain sufficient numbers of ramped sales personnel to support our growth. As part of our investment in our growth over the long run, we plan to invest in sales and marketing, including investing in our sales and marketing teams and continuing our focus on opportunities with major accounts, large deals, and commercial accounts, as well as other sales and marketing initiatives to increase our pipeline growth. As we continue to recruit additional sales representatives, it will take time to train and ramp them to full productivity. As a result, our overall sales and marketing expense may fluctuate in the near term. We estimate, based on past experience, that our average sales team members typically become fully ramped up around the start of their fourth quarter of employment with us, and as our newer employees ramp up, we expect their increased productivity to contribute to our revenue growth. As of July 31, 2024, we considered approximately 79% of our global sales team members to be fully ramped, while the remaining approximately 21% of our global sales team members are in the process of ramping up. As we continue to focus some of our newer and existing sales team members on major accounts and large deals, and as we operate our subscription-based business model, it may take longer, potentially significantly, for these sales team members to become fully productive, and there may also be an impact to the overall productivity of our sales team. As part of our overall efforts to improve our free cash flow performance, we have also proactively taken steps to increase our go-to-market productivity and over time, we intend to reduce our overall sales and marketing spend as a percentage of revenue. These measures include improving the efficiency of our demand generation spend, focusing on lower cost renewals, increasing leverage of our channel partners and OEMs, including supporting new OEMs, and optimizing headcount in geographies based on market opportunities.

Investment in Research and Development and Engineering – We also intend, in the long term, to grow our global research and development and engineering teams to enhance our solutions, including our newer subscription-based products, improve integration with new and existing ecosystem partners and broaden the range of technologies and features available through our platform. We continue to invest in our growth by strengthening our core offerings, investing in our solution ecosystem, and taking advantage of emerging opportunities around generative AI and modern applications across hybrid and multicloud environments.

We believe that these investments will contribute to our long-term growth, although they may adversely affect our profitability in the near term.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Our Subscription-Based Business Model

We operate a subscription-based business model to provide our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs. A subscription-based business model means one in which our products, including associated support and entitlement arrangements, are sold with a defined duration. Subscription-based sales consist of subscription term-based licenses and offerings with ongoing performance obligations, including software entitlement and support subscriptions and cloud-based SaaS offerings. Revenue from subscription term-based licenses is generally recognized upfront upon transfer of control to the customer, which happens when we make the software available to the customer. Accordingly, any decline in average contract durations associated with our subscription term-based licenses would negatively impact our top-line results. Revenue from software entitlement and support subscription and cloud-based SaaS offerings is recognized ratably over the contractual service period. Accordingly, any decline in new or renewed subscriptions in any one fiscal quarter may not be fully or immediately reflected in our revenue for that fiscal quarter. For additional information on revenue recognition, see Note 2 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K and "Critical Accounting Estimates" later in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" section.

Market Adoption of Our Products

Hybrid and multicloud paradigms, as well as trends in generative AI and modern applications, have affected IT buyer expectations about the simplicity, agility, scalability, portability, and pay-as-you-grow economics of IT resources. A key focus of our sales and marketing efforts is creating market awareness about the benefits of our platform. This includes our newer products outside of our core hyperconverged infrastructure offering, both as compared to traditional data center architectures, as well as the public cloud, particularly as we continue to pursue large enterprises and mission critical workloads. Our business and operating results will be significantly affected by the degree to and speed with which organizations adopt our platform.

Leveraging Partners

We plan to continue to leverage our relationships with our channel and OEM partners and expand our network of cloud and ecosystem partners, all of which help to drive the adoption and sale of our solutions with our end customers. We sell our solutions primarily through our partners, and our solutions primarily run on hardware platforms that our customers often choose to purchase from our channel or OEM partners. We believe that increasing channel leverage, particularly as we expand our focus on opportunities in commercial accounts, by investing in sales enablement and co-marketing with our channel and OEM partners in the long term will extend and improve our engagement with a broad set of end customers. Our reliance on manufacturers, including our channel and OEM partners, to produce the hardware platforms on which our software runs exposes us to supply chain delays, which could impair our ability to provide services to end customers in a timely manner. Our business and results of operations will be significantly affected by our success in leveraging our relationships with our channel and OEM partners and expanding our network of cloud and ecosystem partners.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Customer Acquisition, Retention and Expansion

Our business and operating results will depend on our ability to obtain new end customers and retain and sell additional solutions to our existing base of end customers. Our ability to obtain new end customers and retain and sell additional solutions to existing customers will in turn depend in part on a number of factors. These factors include our ability to: execute on our business plans, vision, and objectives (including our growth and go-to-market strategies), respond to competitive pressures, effectively maintain existing and future customer relationships, continue to innovate by adding new functionality and improving usability of our solutions in a manner that addresses our end customers' needs and requirements, and optimally price our solutions in light of marketplace conditions, our ability to respond to competitive pressures, manage our costs, and anticipate and manage customer demand. Furthermore, our subscription-based business model and product transitions may cause concerns among our customer base, including concerns regarding changes to pricing over time, and may also result in confusion among new and existing end customers, for example, regarding our pricing models. Such concerns and/or confusion can slow adoption and renewal rates among our current and future customer base.

Our end customers typically deploy our technology for a specific workload initially. After a new end customer's initial order, which includes the product and associated software entitlement and support subscription and services, we focus on expanding our footprint by serving more workloads. We also generate recurring revenue from our software entitlement and support subscription renewals, and given our subscription-focused business model, software and support renewals are having an increasing significance for our future revenue streams as existing subscriptions come up for renewal. We view continued purchases and upgrades as critical drivers of our success. As of July 31, 2024, approximately 76% of our end customers who have been with us for 18 months or longer have made a repeat purchase, which is defined as any purchase activity, including renewals of term-based licenses or software entitlement and support subscription renewals, after the initial purchase. Additionally, end customers who have been with us for 18 months or longer have total lifetime orders, including the initial order, in an amount that is more than 8.7x greater, on average, than their initial order. This number increases to approximately 30.8x, on average, for Global 2000 end customers who have been with us for 18 months or longer as of July 31, 2024. These multiples exclude the effect of one end customer who had a very large and irregular purchase pattern that we believe is not representative of the purchase patterns of all of our other end customers.

More recently, our sales pipeline has evolved to include a higher mix of larger deal opportunities, which often take longer to close and require more levels of review from the customer's executive team, involve greater competition, and have greater variability in timing, outcome and deal structure. We have also seen a modest elongation of average sales cycles compared to historical levels. These trends are expected to drive greater variability in our ability to land new customers and expand sales to existing customers, and our top-line results may be adversely affected.

Components of Our Results of Operations

Revenue

We generate revenue primarily from the sale of our Nutanix Cloud Platform, sold primarily as subscription term-based licenses, and which can be deployed on a variety of qualified hardware platforms or, in the case of our cloud-based SaaS offerings, via hosted service or delivered pre-installed on a server that is configured to order. Non-portable software licenses are delivered or sold alongside configured-to-order servers and can be used over the life of the associated server.

Our subscription term-based licenses are sold separately, or can be sold alongside configured-to-order servers. Our subscription term-based licenses typically have a term of one to five years. Our cloud-based SaaS subscriptions have terms extending up to five years.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Our customers generally purchase their qualified hardware platforms for deployment of our software from one of our channel partners or OEMs. Our platform typically includes one or more years of support and entitlements, which provides customers with the right to software upgrades and enhancements as well as technical support. Our platform is primarily sold through channel partners and OEMs. Revenue is recognized net of sales tax and withholding tax.

Product revenue — Product revenue primarily consists of software revenue. A majority of our product revenue is generated from the sale of our Nutanix Cloud Platform. We also sell renewals of previously purchased software licenses and SaaS offerings. Revenue from our software products is generally recognized upon transfer of control to the customer, which is typically upon shipment for sales including a server from a partner, upon making the software available to the customer when not sold with a server, or as services are performed with SaaS offerings. In the infrequent transactions where the hardware is purchased directly from Nutanix, we consider ourselves to be the principal in the transaction and we record revenue and costs of goods sold on a gross basis.

Support, entitlements and other services revenue — We generate our support, entitlements and other services revenue primarily from software entitlement and support subscriptions, which include the right to software upgrades and enhancements as well as technical support. The majority of our product sales are sold in conjunction with software entitlement and support subscriptions, with terms ranging from one to five years. Occasionally, we also sell professional services with our products. We recognize revenue from software entitlement and support contracts ratably over the contractual service period, which typically commences upon transfer of control of the corresponding products to the customer. We recognize revenue related to professional services as they are performed.

Cost of Revenue

Cost of product revenue — Cost of product revenue consists of costs paid to OEM partners, hardware costs, personnel costs associated with our operations function, consisting of salaries, benefits, bonuses, and stock-based compensation, cloud-based costs associated with our SaaS offerings, and allocated costs, consisting of certain facilities, depreciation and amortization, recruiting, and information technology costs, allocated based on headcount.

Cost of support, entitlements and other services revenue — Cost of support, entitlements and other services revenue includes personnel and operating costs associated with our global customer support organization, as well as allocated costs. We expect our cost of support, entitlements and other services revenue to increase in absolute dollars as our support, entitlements and other services revenue increases.

Operating Expenses

Our operating expenses consist of sales and marketing, research and development and general and administrative expenses. The largest component of our operating expenses is personnel costs. Personnel costs consist of wages, benefits, bonuses and, with respect to sales and marketing expenses, sales commissions.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Sales and marketing — Sales and marketing expense consists primarily of personnel costs, including sales commissions. Sales and marketing expense also includes costs for promotional activities and other marketing costs, travel expenses, costs associated with demonstration units, including depreciation, and allocated costs. Commissions are deferred and recognized as we recognize the associated revenue. We expect sales and marketing expense to continue, in the long term, to increase in absolute dollars as part of our long-term plans to invest in our growth. However, as part of our overall efforts to improve our operating cash flow performance, we have also proactively taken steps to increase our go-to-market productivity and over time, we intend to reduce our overall sales and marketing spend as a percentage of revenue. As we continue to recruit additional sales representatives, it will take time to train and ramp them to full productivity. As a result, our sales and marketing expense may fluctuate.

Research and development — Research and development ("R&D") expense consists primarily of personnel costs, as well as other direct and allocated costs. We have devoted our product development efforts primarily to enhancing the functionality and expanding the capabilities of our solutions. R&D costs are expensed as incurred, unless they meet the criteria for capitalization. We expect R&D expense, in the long term, to increase in absolute dollars as part of our long-term plans to invest in our future products and services, including our newer subscription-based products, although R&D expense may fluctuate as a percentage of total revenue and on an absolute basis from quarter to quarter.

General and administrative — General and administrative ("G&A") expense consists primarily of personnel costs, which include our executive, finance, human resources, and legal organizations. G&A expense also includes outside professional services, which consists primarily of legal, accounting and other consulting costs, as well as insurance and other costs associated with being a public company and allocated costs. We expect G&A expense, in the long term, to increase in absolute dollars, particularly due to additional legal, accounting, insurance, and other costs associated with our growth, although G&A expense may fluctuate as a percentage of total revenue and on an absolute basis from quarter to quarter.

Other Income (Expense), Net

Other income (expense), net consists primarily of interest income and expense, which includes the amortization of the debt discount and debt issuance costs associated with our previously outstanding 0% convertible senior notes due 2023 (the "2023 Notes"), our previously outstanding 2.50% convertible senior notes due 2026 (the "2026 Notes") and our outstanding 0.25% convertible senior notes due 2027 (the "2027 Notes"), changes in the fair value of the derivative liability associated with the 2026 Notes, non-cash interest expense on the 2026 Notes, the amortization of the debt discount on the 2026 Notes, interest expense related to the conversion of the 2026 Notes in full, interest expense on the 2027 Notes, debt extinguishment costs, interest income related to our short-term investments, and foreign currency exchange gains or losses.

Provision for Income Taxes

Provision for income taxes consists primarily of income taxes for certain foreign jurisdictions in which we conduct business and state income taxes in the United States. We have recorded a full valuation allowance related to our federal and state net operating losses and other net deferred tax assets and a partial valuation allowance related to certain foreign net operating losses due to the uncertainty of the ultimate realization of the future benefits of those assets. Beginning in fiscal 2023, provisions in the U.S. Tax Cuts and Jobs Act of 2017 required us to capitalize and amortize R&D expenditures rather than deducting the costs as incurred. The capitalization of R&D resulted in U.S. taxable income for the fiscal 2024, which was offset by net operating loss carryforwards.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Results of Operations

The following tables set forth our consolidated results of operations in dollars and as a percentage of total revenue for the fiscal years presented. The period-to-period comparison of results is not necessarily indicative of results for future periods.

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Revenue:			
Product	\$ 757,623	\$ 912,114	\$ 1,067,948
Support, entitlements and other services	823,173	950,781	1,080,868
Total revenue	<u>1,580,796</u>	<u>1,862,895</u>	<u>2,148,816</u>
Cost of revenue:			
Product ⁽¹⁾⁽²⁾	55,602	51,107	36,441
Support, entitlements and other services ⁽¹⁾	265,554	281,080	287,671
Total cost of revenue	<u>321,156</u>	<u>332,187</u>	<u>324,112</u>
Gross profit	<u>1,259,640</u>	<u>1,530,708</u>	<u>1,824,704</u>
Operating expenses:			
Sales and marketing ⁽¹⁾⁽²⁾	979,075	924,696	977,286
Research and development ⁽¹⁾	572,999	580,961	638,992
General and administrative ⁽¹⁾	166,418	232,201	200,863
Total operating expenses	<u>1,718,492</u>	<u>1,737,858</u>	<u>1,817,141</u>
(Loss) income from operations	<u>(458,852)</u>	<u>(207,150)</u>	<u>7,563</u>
Other expense, net	<u>(320,830)</u>	<u>(26,435)</u>	<u>(108,881)</u>
Loss before provision for income taxes	<u>(779,682)</u>	<u>(233,585)</u>	<u>(101,318)</u>
Provision for income taxes	19,264	20,975	23,457
Net loss	<u>\$ (798,946)</u>	<u>\$ (254,560)</u>	<u>\$ (124,775)</u>

⁽¹⁾ Includes stock-based compensation expense as follows:

Product cost of revenue	\$ 7,379	\$ 7,966	\$ 6,822
Support, entitlements and other services cost of revenue	30,846	26,611	27,285
Sales and marketing	104,592	82,758	80,190
Research and development	143,759	139,073	156,784
General and administrative	56,670	55,337	62,752
Total stock-based compensation expense	<u>\$ 343,246</u>	<u>\$ 311,745</u>	<u>\$ 333,833</u>

⁽²⁾ Includes amortization of intangible assets as follows:

Product cost of revenue	\$ 13,579	\$ 9,870	\$ 3,392
Sales and marketing	2,604	827	317
Total amortization of intangible assets	<u>\$ 16,183</u>	<u>\$ 10,697</u>	<u>\$ 3,709</u>

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(as a percentage of total revenue)		
Revenue:			
Product	47.9%	49.0%	49.7%
Support, entitlements and other services	52.1%	51.0%	50.3%
Total revenue	100.0%	100.0%	100.0%
Cost of revenue:			
Product	3.5%	2.7%	1.7%
Support, entitlements and other services	16.8%	15.1%	13.4%
Total cost of revenue	20.3%	17.8%	15.1%
Gross profit	79.7%	82.2%	84.9%
Operating expenses:			
Sales and marketing	61.9%	49.6%	45.5%
Research and development	36.2%	31.2%	29.7%
General and administrative	10.5%	12.5%	9.3%
Total operating expenses	108.6%	93.3%	84.5%
(Loss) income from operations	(28.9)%	(11.1)%	0.4%
Other expense, net	(20.3)%	(1.4)%	(5.1)%
Loss before provision for income taxes	(49.2)%	(12.5)%	(4.7)%
Provision for income taxes	1.2%	1.1%	1.1%
Net loss	(50.4)%	(13.6)%	(5.8)%

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Comparison of the Fiscal Years Ended July 31, 2022, 2023 and 2024

Revenue

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
Product	\$ 757,623	\$ 912,114	\$ 154,491	20%	\$ 912,114	\$ 1,067,948	\$ 155,834	17%
Support, entitlements and other services	823,173	950,781	127,608	16%	950,781	1,080,868	130,087	14%
Total revenue	<u>\$ 1,580,796</u>	<u>\$ 1,862,895</u>	<u>\$ 282,099</u>	18%	<u>\$ 1,862,895</u>	<u>\$ 2,148,816</u>	<u>\$ 285,921</u>	15%

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
U.S.	\$ 887,141	\$ 1,039,294	\$ 152,153	17%	\$ 1,039,294	\$ 1,189,213	\$ 149,919	14%
Europe, the Middle East and Africa	374,186	471,367	97,181	26%	471,367	563,281	91,914	19%
Asia Pacific	274,373	309,138	34,765	13%	309,138	348,952	39,814	13%
Other Americas	45,096	43,096	(2,000)	(4)%	43,096	47,370	4,274	10%
Total revenue	<u>\$ 1,580,796</u>	<u>\$ 1,862,895</u>	<u>\$ 282,099</u>	18%	<u>\$ 1,862,895</u>	<u>\$ 2,148,816</u>	<u>\$ 285,921</u>	15%

Product revenue increased year-over-year for both fiscal 2023 and fiscal 2024 due primarily to increases in software revenue resulting from an increased adoption of our products as well as growth in software renewals. Specifically, we saw growth in term-based license revenue, which increased by approximately 24% and 20% year-over-year for fiscal 2023 and fiscal 2024, respectively. The total average contract duration was approximately 3.2 years, 3.0 years and 3.0 years for fiscal 2022, 2023 and 2024, respectively. Total average contract duration represents the dollar-weighted term across all subscription contracts, as well as our limited number of life-of-device contracts, billed during the period, using an assumed term of five years for licenses without a specified term, such as life-of-device licenses.

Support, entitlements and other services revenue increased year-over-year for both fiscal 2023 and fiscal 2024 in conjunction with the growth of our end customer base and the related software entitlement and support subscription contracts and renewals.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Cost of Revenue and Gross Margin

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
Cost of product revenue	\$ 55,602	\$ 51,107	\$ (4,495)	(8)%	\$ 51,107	\$ 36,441	\$ (14,666)	(29)%
<i>Product gross margin</i>	92.7%	94.4%			94.4%	96.6%		
Cost of support, entitlements and other services revenue	\$ 265,554	\$ 281,080	\$ 15,526	6%	\$ 281,080	\$ 287,671	\$ 6,591	2%
<i>Support, entitlements and other services gross margin</i>	67.7%	70.4%			70.4%	73.4%		
<i>Total gross margin</i>	79.7%	82.2%			82.2%	84.9%		

Cost of product revenue

Cost of product revenue decreased year-over-year for both fiscal 2023 and fiscal 2024 due primarily to decreases of \$3.7 million and \$6.5 million, respectively, in amortization expense resulting from acquired intangible assets starting to reach the end of their useful lives. Slight fluctuations in hardware revenue and cost of product revenue are anticipated, as we expect to continue selling small amounts of hardware for the foreseeable future.

Product gross margin increased by 1.7 percentage points and 2.2 percentage points in fiscal 2023 and fiscal 2024, respectively, due primarily to product revenue increasing while cost of product revenue decreases.

Cost of support, entitlements and other services revenue

Cost of support, entitlements and other services revenue increased year-over-year for both fiscal 2023 and fiscal 2024 due primarily to higher personnel-related costs, resulting from growth in our global customer support organization. Higher outside services costs also contributed to the increase for fiscal 2024.

Support, entitlements and other services gross margin increased by 2.7 percentage points and 3.0 percentage points fiscal 2023 and in fiscal 2024, respectively, due primarily to support, entitlements and other services revenue growing at a higher rate than personnel-related costs.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Operating Expenses

Sales and marketing

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
Sales and marketing	\$ 979,075	\$ 924,696	\$ (54,379)	(6)%	\$ 924,696	\$ 977,286	\$ 52,590	6%
Percent of total revenue	61.9%	49.6%			49.6%	45.5%		

Sales and marketing expense decreased year-over-year for fiscal 2023 due primarily to lower personnel-related costs, driven by the 8% decrease in sales and marketing headcount from July 31, 2022 to July 31, 2023, as well as lower marketing costs. The overall decrease in sales and marketing expense was partially offset by higher travel and event-related costs, as meetings and events transitioned from virtual to in-person.

Sales and marketing expense increased year-over-year for fiscal 2024 due primarily to higher personnel-related costs, including commissions expense, resulting from the 6% growth in our sales and marketing headcount from July 31, 2023 to July 31, 2024, partially offset by decreases in outside services costs.

Research and development

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
Research and development	\$ 572,999	\$ 580,961	\$ 7,962	1%	\$ 580,961	\$ 638,992	\$ 58,031	10%
Percent of total revenue	36.2%	31.2%			31.2%	29.7%		

Research and development expense increased year-over-year for fiscal 2023 due primarily to higher personnel-related costs resulting from the 6% growth in our R&D headcount from July 31, 2022 to July 31, 2023, partially offset by lower stock-based compensation expense resulting from terminations during the period and lower technical costs related to certain partner programs.

Research and development expense increased year-over-year for fiscal 2024 due primarily to higher personnel-related costs, including stock-based compensation expense, resulting from the 19% growth in our R&D headcount from July 31, 2023 to July 31, 2024, partially offset by decreases in technical costs related to certain partner programs.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

General and administrative

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
General and administrative	\$ 166,418	\$ 232,201	\$ 65,783	40%	\$ 232,201	\$ 200,863	\$ (31,338)	(13)%
Percent of total revenue	10.5%	12.5%			12.5%	9.3%		

General and administrative expense increased year-over-year for fiscal 2023 due primarily to charges of \$71.0 million for the proposed settlement of the securities class actions, partially offset by \$39.9 million for amounts recoverable under our applicable insurance policies, as well as costs incurred related to the completed Audit Committee investigation. The increase in G&A expense was also due to an increase in personnel-related costs resulting from the 13% growth in our G&A headcount from July 31, 2022 to July 31, 2023. For additional information regarding the securities class actions, refer to Note 7 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

General and administrative expense decreased year-over-year for fiscal 2024 due primarily to a decrease in legal costs, in particular, related to the litigation settlement accrual and legal fees as a result of the February 2023 settlement of the two securities class actions. The decreases were partially offset by higher personnel-related costs, including stock-based compensation expense, resulting from the 11% growth in our G&A headcount from July 31, 2023 to July 31, 2024, as well as an increase in technical costs related to software licenses and computers and supplies.

Other Expense, Net

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
Interest income, net	\$ 4,765	\$ 38,427	\$ (33,662)	(706)%	\$ 38,427	\$ 68,486	\$ (30,059)	(78)%
Change in fair value of derivative liability	(198,038)	—	(198,038)	(100)%	—	—	—	0%
Amortization of debt discount and issuance costs and interest expense	(60,734)	(64,113)	3,379	6%	(64,113)	(61,503)	(2,610)	(4)%
Interest expense related to conversion of 2026 Notes attributable to debt discount and issuance costs	—	—	—	0%	—	(107,877)	107,877	100%
Debt extinguishment costs	(64,911)	—	(64,911)	(100)%	—	—	—	0%
Other	(1,912)	(749)	(1,163)	(61)%	(749)	(7,987)	7,238	966%
Other (expense) income, net	<u>\$ (320,830)</u>	<u>\$ (26,435)</u>	<u>\$ (294,395)</u>	(92)%	<u>\$ (26,435)</u>	<u>\$ (108,881)</u>	<u>\$ 82,446</u>	312%

The decrease in other expense, net for fiscal 2023 was due primarily to the fair value of the derivative liability related to the 2026 Notes, which was reclassified to equity during the first quarter of fiscal 2022, debt extinguishment costs resulting from the exchange of \$416.5 million in aggregate principal amount of the 2023 Notes for \$477.3 million in aggregate principal amount of the 2027 Notes, the \$11.0 million gain on our divestiture of Frame Desktop-as-a-Service ("Frame"), and an increase in interest income on our investments.

The increase in other expense, net for fiscal 2024 was due primarily to \$107.9 million of interest expense recognized resulting from the conversion of the 2026 Notes in full, as well as increases in foreign exchange gains, partially offset by increases in interest income on our investments.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Provision for Income Taxes

	Fiscal Year Ended July 31,		Change		Fiscal Year Ended July 31,		Change	
	2022	2023	\$	%	2023	2024	\$	%
	(in thousands, except percentages)							
Provision for income taxes	\$ 19,264	\$ 20,975	\$ 1,711	9%	\$ 20,975	\$ 23,457	\$ 2,482	12%

The year-over-year increases in the provision for income taxes in fiscal 2023 and fiscal 2024 were due primarily to higher U.S. state income taxes due to taxable income in various states, as well as higher foreign taxes as a result of higher taxable earnings in foreign jurisdictions, as we continued to grow our business internationally, partially offset by foreign excess tax benefits on stock options and restricted stock units exercised during the periods. We continue to maintain a full valuation allowance on our U.S. federal and state deferred tax assets and a partial valuation allowance related to certain foreign net operating losses.

Liquidity and Capital Resources

Our principal sources of liquidity were cash, cash equivalents and marketable securities and net accounts receivable. As of July 31, 2024, we had \$655.3 million of cash and cash equivalents, \$0.4 million of restricted cash and \$339.1 million of short-term investments, which were held for general corporate purposes. Our cash, cash equivalents and short-term investments primarily consist of bank deposits, money market accounts and highly rated debt instruments of the U.S. government and its agencies and debt instruments of highly rated corporations. As of July 31, 2024, we had accounts receivable of \$229.8 million, net of allowances of \$0.8 million.

In January 2023, we settled the 2023 Notes in full at maturity with a cash payment of \$145.7 million. For additional information, see Note 5 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

In September 2020, we issued \$750.0 million in aggregate principal amount of 2.50% convertible senior notes due 2026 to BCPE Nucleon (DE) SPV, LP, an entity affiliated with Bain Capital, LP. On June 6, 2024, BCPE Nucleon (DE) SPV, LP delivered a notice of conversion to convert \$817.6 million aggregate principal amount of the 2026 Notes, representing all of the outstanding principal amount of the 2026 Notes. During the fiscal quarter ended July 31, 2024, we settled the conversion by paying \$817.6 million in cash and delivering approximately 16.9 million shares of Class A common stock. For additional information, see Note 5 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

In September 2021, we issued convertible senior notes with a 0.25% interest rate for an aggregate principal amount of \$575.0 million due 2027, of which \$477.3 million in principal amount was issued in exchange for approximately \$416.5 million principal amount of the 2023 Notes and the remaining \$97.7 million in principal amount was issued for cash. There are no required principal payments on the 2027 Notes prior to their maturity. For additional information, see Note 5 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

We believe that our cash, cash equivalents and short-term investments and our expected net cash provided by operating activities will be sufficient to meet our anticipated cash needs for working capital, capital expenditures, and share repurchases (if any) for at least the next 12 months. We may, from time to time, evaluate market conditions, our liquidity profile, and various financing alternatives (including debt or equity financing) for opportunities to enhance our capital structure. Our future cash needs will depend on many factors, including our growth strategy and plans, the timing and extent of spending to support development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced product and service offerings, the continuing market acceptance of our products, our end customers and partners, and market, economic and financial conditions (including inflation and interest rates). In addition, if the conditional conversion feature of the 2027 Notes is triggered prior to their October 1, 2027 maturity date, holders of the 2027 Notes will be entitled to convert the 2027 Notes at their option. If one or more holders elect to convert their 2027 Notes, we may elect to satisfy our conversion obligation by delivering shares of our Class A common stock or a combination of cash and shares of Class A common stock, rather than exclusively in cash.

Capital Return

In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock. Repurchases will be funded from available working capital and may be made at management's discretion from time to time. The authorization has no fixed expiration date and does not obligate us to repurchase any specified number or dollar value of shares. The program may be modified, suspended or discontinued at any time. For more information on the share repurchase program, refer to Note 8 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Net cash provided by operating activities	\$ 67,543	\$ 272,403	\$ 672,931
Net cash (used in) provided by investing activities	(54,189)	(49,785)	529,589
Net cash provided by (used in) financing activities	103,635	(112,709)	(1,062,629)
Net increase in cash, cash equivalents and restricted cash	\$ 116,989	\$ 109,909	\$ 139,891

Cash Flows from Operating Activities

Net cash provided by operating activities was \$67.5 million, \$272.4 million and \$672.9 million for fiscal 2022, 2023 and 2024, respectively, representing improvements of \$204.9 million and \$400.5 million, respectively, as compared to the respective prior year periods. The increases in cash generated from operating activities for fiscal 2023 and fiscal 2024 were due primarily to decreases in our net loss from operations.

Cash Flows from Investing Activities

Net cash used in investing activities of \$54.2 million for fiscal 2022 consisted of \$1.1 billion of short-term investment purchases and \$49.1 million of purchases of property and equipment, partially offset by \$1.1 billion of maturities of short-term investments and \$18.0 million of sales of short-term investments.

Net cash used in investing activities of \$49.8 million for fiscal 2023 consisted of \$955.3 million of short-term investment purchases and \$65.4 million of purchases of property and equipment, partially offset by \$965.0 million of maturities of short-term investments and \$5.9 million in proceeds from the Frame divestiture.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Net cash provided by investing activities of \$529.6 million for fiscal 2024 consisted of \$774.2 million of maturities of short-term investments and \$706.4 million of sales of short-term investments, partially offset by \$871.3 million of short-term investment purchases, \$75.3 million of purchases of property and equipment, and \$4.5 million of cash paid for acquisitions.

Cash Flows from Financing Activities

Net cash provided by financing activities of \$103.6 million for fiscal 2022 consisted of \$88.7 million of proceeds from the issuance of the 2027 Notes in the subscription transactions that closed in September 2021, net of issuance costs, \$67.8 million of proceeds from the sale of shares through employee equity incentive plans, and \$39.9 million of proceeds from the termination of portions of the convertible note hedge transactions previously entered into in connection with the 2023 Notes, partially offset by \$58.6 million of repurchases of our Class A common stock, \$18.4 million of payments for the termination of portions of the warrant transactions previously entered into in connection with the 2023 Notes, and \$14.7 million of debt extinguishment costs.

Net cash used in financing activities of \$112.7 million for fiscal 2023 consisted of \$145.7 million used to repay the 2023 Notes at maturity, \$10.2 million of taxes paid related to the net share settlement of equity awards, and \$3.3 million of payments for finance lease obligations, partially offset by \$46.5 million of proceeds from the sale of shares through employee equity incentive plans.

Net cash used in financing activities of \$1.1 billion for fiscal 2024 consisted of \$817.6 million used to pay the cash portion of the obligation due upon conversion of the 2026 Notes, \$161.6 million of taxes paid related to the net share settlement of equity awards, \$131.1 million of repurchases of our Class A common stock, and \$3.9 million of payments for finance lease obligations, partially offset by \$51.6 million of proceeds from the sale of shares through employee equity incentive plans.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Material Cash Requirements and Other Obligations

The following table summarizes our material cash requirements and other obligations as of July 31, 2024:

	Payments Due by Period				
	Total	Less than 1 Year	1 Year to 3 Years	3 to 5 Years	More than 5 Years
	(in thousands)				
Principal amount payable on convertible senior notes ⁽¹⁾	\$ 575,475	\$ 475	\$ —	\$ 575,000	\$ —
Operating leases (undiscounted basis) ⁽²⁾	136,474	31,947	50,322	40,219	13,986
Other commitments ⁽³⁾	110,621	102,392	7,035	1,194	—
Guarantees with contract manufacturers	85,177	85,177	—	—	—
Total	\$ 907,747	\$ 219,991	\$ 57,357	\$ 616,413	\$ 13,986

- (1) Includes accrued interest on the 2027 Notes. For additional information regarding our convertible senior notes, refer to Note 5 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.
- (2) For additional information regarding our operating leases, refer to Note 6 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.
- (3) Purchase obligations and other commitments pertaining to our daily business operations.

From time to time, in the normal course of business, we make commitments with our contract manufacturers to ensure them a minimum level of financial consideration for their investment in our joint solutions. These commitments are based on revenue targets or on-hand inventory and non-cancelable purchase orders for non-standard components. We record a charge related to these items when we determine that it is probable a loss will be incurred and we are able to estimate the amount of the loss. Our historical charges have not been material.

As of July 31, 2024, we had accrued liabilities related to uncertain tax positions, which are reflected on our consolidated balance sheet. These accrued liabilities are not reflected in the contractual obligations disclosed in the table above, as it is uncertain if or when such amounts will ultimately be settled. Uncertain tax positions are further discussed in Note 12 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the applicable periods. We evaluate our estimates, assumptions and judgments on an ongoing basis. Our estimates, assumptions and judgments are based on historical experience and various other factors that we believe to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our consolidated financial statements, which, in turn, could change the results from those reported.

The critical accounting estimates, assumptions and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Revenue Recognition

Some of our contracts with customers contain multiple performance obligations. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis. For deliverables that we routinely sell separately, such as software entitlement and support subscriptions on our core offerings, we determine SSP by evaluating the standalone sales over the trailing 12 months. For those that are not sold routinely, we determine SSP based on our overall pricing trends and objectives, taking into consideration market conditions and other factors, including the value of our contracts, the products sold and geographic locations.

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative SSP. We determine SSP based on the price at which the performance obligation is sold separately. If the SSP is not observable through past transactions, we estimate the SSP, taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations. Refer to Note 1 and Note 2 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information on revenue recognition.

Income Taxes

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We recognize uncertain tax positions only if it is more likely than not to be sustained based solely on its technical merits as of the reporting date. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our consolidated financial statements.

Stock-Based Compensation

We measure and recognize compensation expense for all stock-based awards, including stock options and purchase rights issued to employees under our 2016 Employee Stock Purchase Plan ("2016 ESPP"), based on the estimated fair value of the awards on the grant date. We use the Black-Scholes-Merton ("Black-Scholes") option pricing model to estimate the fair value of stock options and 2016 ESPP purchase rights. The fair value of restricted stock units ("RSUs") is measured using the fair value of our common stock on the date of the grant. The fair value of awards with a market-based condition is measured using a Monte Carlo simulation.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

The fair value of stock options and RSUs with a service condition is recognized as expense on a straight-line basis over the requisite service period, which is generally four years. For stock-based awards granted to employees with a performance condition, we recognize stock-based compensation expense using the graded vesting attribution method over the requisite service period when management determines it is probable that the performance condition will be satisfied. For stock-based awards with a market-based condition, we recognize stock-based compensation expense using the graded vesting attribution method over the requisite service period, regardless of achievement, provided the requisite service condition is met. The fair value of the 2016 ESPP purchase rights is recognized as expense on a straight-line basis over the offering period. We account for forfeitures of all share-based awards when they occur.

Our use of the Black-Scholes option pricing model requires the input of subjective assumptions, including the fair value of the underlying common stock, expected term of the option, expected volatility of the price of our common stock, risk-free interest rates and the expected dividend yield of our common stock. The assumptions used in our option pricing model represent management's best estimates. These estimates involve inherent uncertainties and the application of management's judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.

Legal and Other Contingencies

The outcomes of legal proceedings and claims brought against us are subject to significant uncertainty. An estimated loss from a loss contingency such as a legal proceeding or claim is accrued by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. In determining whether a loss should be accrued, we evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. Changes in these factors could materially impact our consolidated financial statements.

Recent Accounting Pronouncements

Refer to "Recent Accounting Pronouncements" in Note 1 of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally and we are exposed to market risk in the ordinary course of business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates and interest rates.

Foreign Currency Risk

Our consolidated results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. Substantially all of our sales contracts are denominated in U.S. dollars. Our expenses are generally denominated in the currencies of the countries where our operations are located. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative instruments. In the event our foreign sales and expenses increase, our operating results may be more significantly affected by foreign currency exchange rate fluctuations, which can affect our operating income or loss. The effect of a hypothetical 10% change in foreign currency exchange rates on our non-U.S. dollar monetary assets and liabilities would not have had a material impact on our historical consolidated financial statements. Foreign currency transaction gains and losses and exchange rate fluctuations have not been material to our consolidated financial statements.

A hypothetical 10% decrease in the U.S. dollar against other currencies would result in an increase in our operating loss of approximately \$58.5 million, \$60.8 million and \$70.4 million for fiscal 2022, 2023 and 2024, respectively. The increase in this hypothetical change in fiscal 2024 is due to an increase in our expenses denominated in foreign currencies. This analysis disregards the possibilities that rates can move in opposite directions and that losses from one geographic area may be offset by gains from another geographic area.

Interest Rate Risk

Our investment objective is to conserve capital and maintain liquidity to support our operations; therefore, we generally invest in highly liquid securities, consisting primarily of bank deposits, money market funds, commercial paper, U.S. government securities, and corporate bonds. Such fixed and floating interest-earning instruments carry a degree of interest rate risk. The fair market value of fixed income securities may be adversely impacted by a rise in interest rates, while floating rate securities may produce less income than predicted if interest rates fall. Due to the short-term nature of our investment portfolio, we do not believe an immediate 10% increase or decrease in interest rates would have a material effect on the fair market value of our portfolio. Therefore, we do not expect our operating results or cash flows to be materially affected by any sudden change in interest rates.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)	88
Consolidated Balance Sheets	91
Consolidated Statements of Operations	92
Consolidated Statements of Comprehensive Loss	93
Consolidated Statements of Stockholders' Deficit	94
Consolidated Statements of Cash Flows	95
Notes to Consolidated Financial Statements	96
Note 1: Overview and Summary of Significant Accounting Policies	96
Note 2: Revenue, Deferred Revenue and Deferred Commissions	106
Note 3: Fair Value Measurements	108
Note 4: Balance Sheet Components	110
Note 5: Convertible Senior Notes	113
Note 6: Leases	117
Note 7: Commitments and Contingencies	119
Note 8: Stockholders' Equity	120
Note 9: Equity Incentive Plans	121
Note 10: Restructuring Charges	125
Note 11: Net Loss Per Share	126
Note 12: Income Taxes	127
Note 13: Segment Information	130

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Nutanix, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Nutanix, Inc. and subsidiaries (the "Company") as of July 31, 2024 and 2023, the related consolidated statements of operations, comprehensive loss, stockholders' deficit, and cash flows, for each of the three years in the period ended July 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of July 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended July 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of July 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated September 19, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition — Refer to Notes 1 and 2 to the financial statements

Critical Audit Matter Description

The Company recognizes revenue upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company offers customers an enterprise cloud platform, which can be pre-installed on hardware or delivered separately, as well as related support subscriptions and professional services. Product revenue was \$1.1 billion and support, entitlements and other services was \$1.1 billion for the year ended July 31, 2024.

Significant judgment is exercised by the Company in determining revenue recognition for the Company's customer contracts, and includes the following:

- Determination of whether promised goods or services are capable of being distinct and are distinct in the context of the Company's customer contracts, which leads to whether they should be accounted for as individual or combined performance obligations.
- Determination of standalone selling prices for each distinct performance obligation and for products and services that are not sold separately.

We identified revenue recognition as a critical audit matter because of these significant judgments required by management. This required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate whether revenue was recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company's revenue recognition for the Company's customer contracts included the following, among others:

- We tested the effectiveness of controls related to the identification of distinct performance obligations and determination of the standalone selling prices
- We evaluated management's significant accounting policies related to revenue recognition for reasonableness
- We selected a sample of recorded revenue transactions and performed the following procedures:
 - Obtaining and reading customer source documents and the contract for each selection, including master agreements and related amendments to evaluate if relevant contractual terms have been appropriately considered by management.
 - Evaluating management's application of their accounting policy and tested revenue recognition for specific performance obligations by comparing management's conclusions to the underlying contract, master agreement, and any related amendments, if applicable.
 - Testing the mathematical accuracy of management's calculations of revenue recognized in the financial statements
- We evaluated the reasonableness of management's estimate of standalone selling prices for products and services that are not sold separately by performing the following:
 - Assessing the appropriateness of the Company's methodology and mathematical accuracy of the determined standalone selling prices

- Testing the completeness and accuracy of the source data utilized in management's calculations

/s/ DELOITTE & TOUCHE LLP

San Jose, California

September 19, 2024

We have served as the Company's auditor since 2013.

NUTANIX, INC.
CONSOLIDATED BALANCE SHEETS

	As of	
	July 31, 2023	July 31, 2024
	(in thousands, except per share data)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 512,929	\$ 655,270
Short-term investments	924,466	339,072
Accounts receivable, net of allowances of \$733 and \$772, respectively	157,251	229,796
Deferred commissions—current	120,001	159,849
Prepaid expenses and other current assets	147,087	97,307
Total current assets	1,861,734	1,481,294
Property and equipment, net	111,865	136,180
Operating lease right-of-use assets	93,554	109,133
Deferred commissions—non-current	237,990	198,962
Intangible assets, net	4,893	5,153
Goodwill	184,938	185,235
Other assets—non-current	31,941	27,961
Total assets	<u>\$ 2,526,915</u>	<u>\$ 2,143,918</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 29,928	\$ 45,066
Accrued compensation and benefits	143,679	195,602
Accrued expenses and other current liabilities	109,269	24,967
Deferred revenue—current	823,665	954,543
Operating lease liabilities—current	29,567	24,163
Total current liabilities	1,136,108	1,244,341
Deferred revenue—non-current	771,367	918,163
Operating lease liabilities—non-current	68,940	90,359
Convertible senior notes, net	1,218,165	570,073
Other liabilities—non-current	39,754	49,130
Total liabilities	3,234,334	2,872,066
Commitments and contingencies (Note 7)		
Stockholders' deficit:		
Preferred stock, par value of \$0.000025 per share— 200,000 shares authorized as of July 31, 2023 and 2024; no shares issued and outstanding as of July 31, 2023 and 2024	—	—
Common stock, par value of \$0.000025 per share—1,000,000 Class A shares authorized as of July 31, 2023 and 2024; 239,607 and 265,181 Class A shares issued and outstanding as of July 31, 2023 and 2024, respectively	6	7
Additional paid-in capital	3,930,668	4,118,898
Accumulated other comprehensive (loss) income	(5,171)	146
Accumulated deficit	(4,632,922)	(4,847,199)
Total stockholders' deficit	(707,419)	(728,148)
Total liabilities and stockholders' deficit	<u>\$ 2,526,915</u>	<u>\$ 2,143,918</u>

See the accompanying notes to the consolidated financial statements.

NUTANIX, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Year Ended July 31,		
	2022	2023	2024
(in thousands, except per share data)			
Revenue:			
Product	\$ 757,623	\$ 912,114	\$ 1,067,948
Support, entitlements and other services	823,173	950,781	1,080,868
Total revenue	<u>1,580,796</u>	<u>1,862,895</u>	<u>2,148,816</u>
Cost of revenue:			
Product	55,602	51,107	36,441
Support, entitlements and other services	265,554	281,080	287,671
Total cost of revenue	<u>321,156</u>	<u>332,187</u>	<u>324,112</u>
Gross profit	<u>1,259,640</u>	<u>1,530,708</u>	<u>1,824,704</u>
Operating expenses:			
Sales and marketing	979,075	924,696	977,286
Research and development	572,999	580,961	638,992
General and administrative	166,418	232,201	200,863
Total operating expenses	<u>1,718,492</u>	<u>1,737,858</u>	<u>1,817,141</u>
(Loss) income from operations	(458,852)	(207,150)	7,563
Other expense, net	(320,830)	(26,435)	(108,881)
Loss before provision for income taxes	(779,682)	(233,585)	(101,318)
Provision for income taxes	19,264	20,975	23,457
Net loss	<u>\$ (798,946)</u>	<u>\$ (254,560)</u>	<u>\$ (124,775)</u>
Net loss per share attributable to Class A and Class B common stockholders, basic and diluted ⁽¹⁾			
	<u>\$ (3.62)</u>	<u>\$ (1.09)</u>	<u>\$ (0.51)</u>
Weighted average shares used in computing net loss per share attributable to Class A and Class B common stockholders, basic and diluted ⁽¹⁾			
	<u>220,529</u>	<u>233,247</u>	<u>244,743</u>

(1) Effective January 3, 2022, all of the then outstanding shares of Nutanix, Inc. Class B common stock were automatically converted into the same number of shares of Nutanix, Inc. Class A common stock. See Note 8 for further details.

See the accompanying notes to the consolidated financial statements.

NUTANIX, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Net loss	\$ (798,946)	\$ (254,560)	\$ (124,775)
Other comprehensive (loss) income, net of tax:			
Change in unrealized (loss) gain on available-for-sale securities, net of tax	(6,068)	905	5,317
Comprehensive loss	<u>\$ (805,014)</u>	<u>\$ (253,655)</u>	<u>\$ (119,458)</u>

See the accompanying notes to the consolidated financial statements.

NUTANIX, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	Fiscal Year Ended July 31, 2024					
	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income (in thousands)	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount				
Balance - July 31, 2021	214,210	\$ 5	\$ 2,615,317	\$ (8)	\$ (3,636,283)	\$ (1,020,969)
Adoption of ASU 2020-06	—	—	(148,598)	—	100,585	(48,013)
2026 Notes derivative liability reclassification	—	—	698,213	—	—	698,213
Issuance of common stock through employee equity incentive plans	11,270	1	6,479	—	—	6,480
Issuance of common stock from ESPP purchase	2,827	—	62,633	—	—	62,633
Repurchase and retirement of common stock	(1,369)	—	(14,852)	—	(43,718)	(58,570)
Unwinding of 2023 Notes hedges	—	—	39,880	—	—	39,880
Unwinding of 2023 Notes warrants	—	—	(18,390)	—	—	(18,390)
Stock-based compensation	—	—	343,246	—	—	343,246
Other comprehensive loss	—	—	—	(6,068)	—	(6,068)
Net loss	—	—	—	—	(798,946)	(798,946)
Balance - July 31, 2022	226,938	6	3,583,928	(6,076)	(4,378,362)	(800,504)
Issuance of common stock through employee equity incentive plans	10,895	—	3,700	—	—	3,700
Issuance of common stock from ESPP purchase	2,187	—	41,509	—	—	41,509
Shares withheld related to net share settlement of equity awards	(413)	—	(10,214)	—	—	(10,214)
Stock-based compensation	—	—	311,745	—	—	311,745
Other comprehensive income	—	—	—	905	—	905
Net loss	—	—	—	—	(254,560)	(254,560)
Balance - July 31, 2023	239,607	6	3,930,668	(5,171)	(4,632,922)	(707,419)
Issuance of common stock through employee equity incentive plans	12,429	—	4,241	—	—	4,241
Issuance of common stock from ESPP purchase	1,870	—	47,327	—	—	47,327
Shares withheld related to net share settlement of equity awards	(2,996)	—	(161,552)	—	—	(161,552)
Repurchase and retirement of common stock	(2,583)	—	(41,637)	—	(89,502)	(131,139)
Issuance of common stock related to conversion of 2026 Notes	16,854	1	6,018	—	—	6,019
Stock-based compensation	—	—	333,833	—	—	333,833
Other comprehensive income	—	—	—	5,317	—	5,317
Net loss	—	—	—	—	(124,775)	(124,775)
Balance - July 31, 2024	<u>265,181</u>	<u>\$ 7</u>	<u>\$ 4,118,898</u>	<u>\$ 146</u>	<u>\$ (4,847,199)</u>	<u>\$ (728,148)</u>

See the accompanying notes to the consolidated financial statements.

NUTANIX, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Cash flows from operating activities:			
Net loss	\$ (798,946)	\$ (254,560)	\$ (124,775)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	87,952	76,388	73,199
Stock-based compensation	343,246	311,745	333,833
Change in fair value of derivative liability	198,038	—	—
Loss on debt extinguishment	64,910	—	—
Amortization of debt discount and issuance costs	40,233	42,636	41,600
Conversion of convertible senior notes attributable to debt discount and issuance costs	—	—	107,877
Operating lease cost, net of accretion	36,905	35,357	31,462
Early exit of lease-related assets	597	(1,040)	—
Gain on Frame divestiture	—	(10,957)	—
Non-cash interest expense	19,270	19,757	18,550
Other	9,282	(11,388)	(13,312)
Changes in operating assets and liabilities:			
Accounts receivable, net	60,998	(25,885)	(53,811)
Deferred commissions	(24,170)	9,599	(820)
Prepaid expenses and other assets	(36,166)	(59,243)	46,623
Accounts payable	(1,461)	(9,600)	14,749
Accrued compensation and benefits	(19,674)	(6,027)	51,923
Accrued expenses and other liabilities	5,457	53,191	(82,632)
Operating leases, net	(46,773)	(40,257)	(30,475)
Deferred revenue	127,845	142,687	258,940
Net cash provided by operating activities	<u>67,543</u>	<u>272,403</u>	<u>672,931</u>
Cash flows from investing activities:			
Maturities of investments	1,058,116	965,040	774,237
Purchases of investments	(1,081,246)	(955,330)	(871,259)
Sales of investments	17,999	—	706,363
Proceeds from Frame divestiture	—	5,909	—
Payments for acquisitions, net of cash acquired	—	—	(4,500)
Purchases of property and equipment	(49,058)	(65,404)	(75,252)
Net cash (used in) provided by investing activities	<u>(54,189)</u>	<u>(49,785)</u>	<u>529,589</u>
Cash flows from financing activities:			
Repayment of convertible notes	—	(145,704)	(817,633)
Payments of debt extinguishment costs	(14,709)	—	—
Proceeds from unwinding of convertible note hedges	39,880	—	—
Payments for unwinding of warrants	(18,390)	—	—
Proceeds from sales of shares through employee equity incentive plans	67,826	46,501	51,571
Taxes paid related to net share settlement of equity awards	—	(10,214)	(161,552)
Proceeds from the issuance of convertible notes, net of issuance costs	88,687	—	—
Repurchases of common stock	(58,570)	—	(131,139)
Payment of finance lease obligations	(1,089)	(3,292)	(3,876)
Net cash provided by (used in) financing activities	<u>103,635</u>	<u>(112,709)</u>	<u>(1,062,629)</u>
Net increase in cash, cash equivalents and restricted cash	\$ 116,989	\$ 109,909	\$ 139,891
Cash, cash equivalents and restricted cash—beginning of period	288,873	405,862	515,771
Cash, cash equivalents and restricted cash—end of period	<u>\$ 405,862</u>	<u>\$ 515,771</u>	<u>\$ 655,662</u>
Restricted cash ⁽¹⁾	3,012	2,842	392
Cash and cash equivalents—end of period	<u>\$ 402,850</u>	<u>\$ 512,929</u>	<u>\$ 655,270</u>
Supplemental disclosures of cash flow information:			
Cash paid for income taxes	\$ 20,353	\$ 30,781	\$ 23,647
Supplemental disclosures of non-cash investing and financing information:			
Purchases of property and equipment included in accounts payable and accrued and other liabilities	\$ 17,139	\$ 15,754	\$ 19,275
Forfeited paid-in-kind interest recognized in equity upon note conversion	\$ —	\$ —	\$ 6,019

(1) Included within other assets—non-current in the consolidated balance sheets.

See the accompanying notes to the consolidated financial statements.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Description of Business

Nutanix, Inc. was incorporated in the state of Delaware in September 2009. Nutanix, Inc. is headquartered in San Jose, California, and together with its wholly-owned subsidiaries (collectively, "we," "us," "our," or "Nutanix"), has operations throughout North America, Europe, Asia Pacific, the Middle East, Latin America, and Africa.

We are a global leader in cloud software, offering organizations a single platform for running applications and managing data, anywhere. Our vision is to make hybrid multicloud deployments simple and free customers to focus on achieving their business outcomes. Our mission is to delight customers with an open hybrid multicloud platform with rich data services to run and manage any application, anywhere.

Our Nutanix Cloud Platform is designed to enable organizations to build a hybrid multicloud infrastructure, providing a consistent cloud operating model with a single platform for running applications and managing data in core data centers, at the edge, and in public clouds, all while supporting a variety of hypervisors and container platforms. Nutanix Cloud Platform supports a wide variety of workloads with varied compute, storage, and network requirements, including business-critical applications, data platforms (including SQL and NoSQL databases and business intelligence applications), general-purpose workloads (including system infrastructure, networking, and security), and end-user computing and virtual desktop infrastructure services, as well as enterprise artificial intelligence ("AI") workloads (including machine learning and generative AI workloads) and cloud native applications (including modern, containerized applications).

Our business is organized into a single operating and reportable segment. Our subscription-based business model provides our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs. A subscription-based business model means one in which our products, including associated support and entitlement arrangements, are sold with a defined duration. Our solutions are primarily sold through channel partners and original equipment manufacturers ("OEMs") (collectively, "Partners") and delivered directly to our end customers.

Principles of Consolidation

The accompanying consolidated financial statements, which include the accounts of Nutanix, Inc. and its wholly-owned subsidiaries, have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP"). All intercompany accounts and transactions have been eliminated in consolidation.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. Such management estimates and assumptions include, but are not limited to, the best estimate of selling prices for products and related support; useful lives and recoverability of intangible assets and property and equipment; allowance for credit losses; determination of fair value of stock-based awards; accounting for income taxes, including the valuation allowance on deferred tax assets and uncertain tax positions; purchase commitment liabilities to our contract manufacturers; sales commissions expense and the period of benefit for deferred commissions; whether an arrangement is or contains a lease; the incremental borrowing rate to measure the present value of right-of-use assets and lease liabilities; the inputs used to determine the fair value of the contingent liability associated with the conversion feature of the previously outstanding 2.50% convertible senior notes due 2026 (the "2026 Notes"); and contingencies and litigation. Management evaluates these estimates and assumptions on an ongoing basis using historical experience and other factors and makes adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could materially differ from those estimates and assumptions.

Concentration of Risk

Credit Risk — Financial instruments that potentially subject us to concentrations of credit risk consist of cash and cash equivalents and accounts receivable. We invest only in high-quality credit instruments and maintain our cash and cash equivalents and available-for-sale investments in fixed income securities. Management believes that the financial institutions that hold our investments are financially sound and, accordingly, are subject to minimal credit risk. Our deposits are with multiple institutions, however such deposits may exceed federally insured limits. We provide credit, in the normal course of business, to a number of companies and perform credit evaluations of our customers.

Concentration of Revenue and Accounts Receivable — We sell our products primarily through our Partners and occasionally directly to end customers. For the fiscal years ended July 31, 2022, 2023 and 2024, no end customer accounted for more than 10% of total revenue or accounts receivable.

For each significant Partner, revenue as a percentage of total revenue and accounts receivable as a percentage of total accounts receivable, net are as follows:

Partners	Revenue			Accounts Receivable as of	
	Fiscal Year Ended July 31,			July 31,	July 31,
	2022	2023	2024	2023	2024
Partner A	(1)	(1)	(1)	(1)	16%
Partner B	33%	32%	31%	17%	12%
Partner C	15%	16%	16%	19%	10%
Partner D	(1)	(1)	(1)	11%	(1)
Partner E	11%	10%	11%	(1)	(1)

(1) Less than 10%

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Summary of Significant Accounting Policies

Cash, Cash Equivalents and Short-Term Investments

We classify all highly liquid investments with original maturities of three months or less from the date of purchase as cash equivalents and all highly liquid investments with stated maturities of greater than three months as marketable securities.

We determine the appropriate classification of our marketable securities at the time of purchase and reevaluate such designation as of each balance sheet date. We classify and account for our marketable securities as available-for-sale securities. We classify our marketable securities with stated maturities greater than twelve months as short-term investments due to our intent and ability to use these securities to support our current operations.

Our marketable securities are recorded at their estimated fair value. Unrealized gains or losses on available-for-sale securities are reported in other comprehensive income (loss). We periodically review whether our securities may be other-than-temporarily impaired, including whether or not (i) we have the intent to sell the security or (ii) it is more likely than not that we will be required to sell the security before its anticipated recovery. If one of these factors is met, we will record an impairment loss associated with our impaired investment. The impairment loss will be recorded as a write-down of investments in our consolidated balance sheets and a realized loss within other expense in our consolidated statements of operations.

Fair Value Measurement

We define fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, we consider the principal or most advantageous market in which to transact and the market-based risk. We apply fair value accounting for all assets and liabilities that are recognized or disclosed at fair value in our consolidated financial statements on a recurring basis. The carrying amounts reported in our consolidated financial statements for cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities approximate their fair values due to their short-term nature. The fair value of the previously outstanding 0% convertible senior notes due 2023 (the "2023 Notes") was determined based on the closing trading price per \$100 of the 2023 Notes as of the last day of trading for the period. The fair value of the previously outstanding 2.50% convertible senior notes due 2026 was determined based on a binomial model. The fair value of the outstanding 0.25% convertible senior notes due 2027 (the "2027 Notes") is determined based on the closing trading price per \$100 of the 2027 Notes as of the last day of trading for the period.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Convertible Senior Notes

Our convertible senior notes, including any embedded conversion features, are accounted for under the traditional convertible debt accounting model and are treated as a liability, net of unamortized issuance costs. The carrying amount of the liability is classified as a current liability if we have committed to settle with current assets; otherwise, it is classified as a long-term liability, as we retain the option to settle conversion requests in shares of our Class A common stock. The embedded conversion features are not remeasured as long as they do not meet the separation requirement of a derivative; otherwise, they are classified as derivative instruments and accounted for as such. Issuance costs are amortized to interest expense using the effective interest rate method over the term of the notes. In accounting for a holder's exercise in accordance with a note's original conversion terms of a conversion option for which the carrying amount has previously been reclassified to equity, any unamortized discount remaining at the date of conversion is first recognized as interest, and then the remaining carrying amount of the converted notes is reduced by the cash transferred and then recognized in equity to reflect the shares issued, such that no gain or loss is recognized. In accounting for extinguishments of the notes, the reacquisition price of the extinguished notes is compared to the carrying amount of the respective extinguished notes and a gain or loss is recorded in other expense, net on our consolidated statements of operations.

Derivative Liability

We evaluate convertible notes or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of Accounting Standards Codification ("ASC") 815-40, Derivatives and Hedging: Contracts in Entity's Own Equity. The result of this accounting guidance could result in the fair value of a financial instrument being classified as a derivative instrument and recorded at fair market value at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded on our consolidated statements of operations as other income or other expense. Once the criteria for conversion is fixed, the derivative instrument is marked to fair value and reclassified to equity.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable are recorded at the invoiced amount, net of an allowance for credit losses. Credit is extended to customers based on an evaluation of their financial condition and other factors. We generally do not require collateral or other security to support accounts receivable. We perform ongoing credit evaluations of our customers and maintain an allowance for credit losses.

The allowance for credit losses is based on the best estimate of the amount of probable credit losses in existing accounts receivable. We assess credit losses on accounts receivable by taking into consideration past collection experience, the credit quality of the customer, the age of the receivable balance, current and future economic conditions, and forecasts that may affect the collectibility of the reported amount. In circumstances where we are aware of a specific customer's inability to meet its financial obligations (e.g., bankruptcy filings or substantial downgrading of credit ratings), we record an allowance for credit losses in order to reduce the net recognized receivable to the amount we reasonably believe will be collected. For all other customers, we record an allowance for credit losses based on the length of time the receivable is past due and our historical experience of collections and write-offs.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The changes in the allowance for credit losses are as follows:

	Fiscal Year Ended July 31,		
	2022	2023 (in thousands)	2024
Allowance for credit losses—beginning balance	\$ 892	\$ 644	\$ 733
Charged to allowance for credit losses	200	212	830
Recoveries	(80)	(123)	—
Write-offs	(368)	—	(791)
Allowance for credit losses—ending balance	<u>\$ 644</u>	<u>\$ 733</u>	<u>\$ 772</u>

Property and Equipment

Property and equipment, including leasehold improvements, are stated at cost, less accumulated depreciation and amortization. We include the cost to acquire demonstration units and the related accumulated depreciation in property and equipment as such units are generally not available for sale. Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the related assets.

Leases

We determine if an arrangement is or contains a lease at inception by evaluating various factors, including whether a vendor's right to substitute an identified asset is substantive. Lease classification is determined at the lease commencement date when the leased assets are made available for our use. Operating leases are included in operating lease right-of-use assets, operating lease liabilities—current and operating lease liabilities—non-current in our consolidated balance sheets. Finance leases are included in property and equipment, net, accrued expenses and other current liabilities and other liabilities—non-current in our consolidated balance sheets.

Right-of-use assets ("ROU assets") represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make payments arising from the lease. ROU assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. Lease payments consist primarily of fixed payments under the arrangement, less any lease incentives, such as rent holidays. Variable lease payments not dependent on an index or a rate are expensed as incurred and are not included within the ROU asset and lease liability calculation. Variable lease payments primarily include reimbursements of costs incurred by lessors for common area maintenance, property taxes and utilities. We use an estimate of our incremental borrowing rate ("IBR") based on the information available at the lease commencement date in determining the present value of lease payments, unless the implicit rate is readily determinable. In determining the appropriate IBR, we consider information including, but not limited to, our credit rating, the lease term and the currency in which the arrangement is denominated. For leases which commenced prior to our adoption of Accounting Standards Update ("ASU") 2016-02, Leases ("ASC 842"), we used the IBR as of August 1, 2019. Our lease terms may include renewal options, which are not included in the lease terms for calculating our lease liability, as we are not reasonably certain that we will exercise these renewal options at the time of the lease commencement. Lease costs are recognized on a straight-line basis as operating expenses within our consolidated statements of operations. We present lease payments within cash flows from operations within our consolidated statements of cash flows.

For our operating leases, we account for lease and non-lease components as a single lease component. Additionally, we do not record leases on our consolidated balance sheet that have a lease term of 12 months or less at the lease commencement date.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Goodwill, Intangible Assets and Other Long-Lived Assets

Goodwill represents the future economic benefits arising from other assets acquired in a business combination or an acquisition that are not individually identified and separately recorded. The excess of the purchase price over the estimated fair value of net assets of businesses acquired in a business combination is recognized as goodwill.

Intangible assets consist of identifiable intangible assets, including developed technology, customer relationships and trade names, resulting from business combinations. Finite-lived intangible assets are recorded at fair value, net of accumulated amortization. Finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives. Amortization expense is included as a component of cost of product revenue and sales and marketing expense in our consolidated statements of operations. Amounts included in sales and marketing expense relate to customer relationships and trade names.

Goodwill and other intangible assets acquired in a business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually, as of May 1 of each year. Such goodwill and other intangible assets may also be tested for impairment between annual tests in the presence of impairment indicators such as, but not limited to: (i) a significant adverse change in legal factors or in the business climate; (ii) a substantial decline in our market capitalization; (iii) an adverse action or assessment by a regulator; (iv) unanticipated competition; (v) loss of key personnel; (vi) a more likely-than-not expectation of the sale or disposal of a reporting unit or a significant portion thereof; (vii) a realignment of our resources or restructuring of our existing businesses in response to changes to industry and market conditions; (viii) testing for recoverability of a significant asset group within a reporting unit; or (ix) a higher discount rate used in the impairment analysis as impacted by an increase in interest rates.

Goodwill is tested for impairment by comparing the reporting unit's carrying value, including goodwill, to the fair value of the reporting unit. We operate under one reporting unit and for our annual goodwill impairment test, we determine the fair value of our reporting unit based on our enterprise value. We may elect to utilize a qualitative assessment to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying value. If, after assessing the qualitative factors, we determine that it is more likely than not that the fair value of our reporting unit is less than its carrying value, an impairment analysis will be performed. We compare the fair value of our reporting unit with its carrying amount and if the carrying value of the reporting unit exceeds its fair value, an impairment loss will be recognized.

Long-lived assets, such as property and equipment and finite-lived intangible assets subject to depreciation and amortization, are evaluated for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Among the factors and circumstances we consider in determining recoverability are: (i) a significant decrease in the market price of a long-lived asset; (ii) a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition; (iii) a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator; (iv) an accumulation of costs significantly in excess of the amount originally expected for the acquisition; and (v) current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset.

There have been no indicators of impairment of goodwill, intangible assets or other long-lived assets and we did not record any material impairment losses during fiscal 2022, 2023 or 2024.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Revenue Recognition

The core principle of ASC 606 is to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. This principle is achieved by applying the following five-step approach:

- *Identification of the contract, or contracts, with a customer* — A contract with a customer exists when (i) we enter into an enforceable contract with a customer that defines each party's rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and (iii) we determine that collection of substantially all consideration for goods or services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. We apply judgment in determining the customer's ability and intention to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.
- *Identification of the performance obligations in the contract* — Performance obligations promised in a contract are identified based on the goods or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the goods or services either on their own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the goods or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised goods or services, we apply judgment to determine whether promised goods or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met, the promised goods or services are accounted for as a combined performance obligation.
- *Determination of the transaction price* — The transaction price is determined based on the consideration to which we will be entitled in exchange for transferring goods or services to the customer.
- *Allocation of the transaction price to the performance obligations in the contract* — If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price ("SSP"). We determine SSP based on the price at which the performance obligation is sold separately. If the SSP is not observable through past transactions, we estimate the SSP, taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.
- *Recognition of revenue when, or as, performance obligations are satisfied* — We satisfy performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied with the transfer of a promised good or service to a customer. For additional details on revenue recognition, refer to Note 2 of Notes to Consolidated Financial Statements.

Contracts with multiple performance obligations — The majority of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative SSP basis. For deliverables that we routinely sell separately, such as software entitlement and support subscriptions on our core offerings, we determine SSP by evaluating the standalone sales over the trailing 12 months. For those that are not sold routinely, we determine SSP based on our overall pricing trends and objectives, taking into consideration market conditions and other factors, including the value of our contracts, the products sold and geographic locations.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Contract balances — The timing of revenue recognition may differ from the timing of invoicing to customers. Accounts receivable are recorded at the invoiced amount, net of an allowance for credit losses. A receivable is recognized in the period in which we deliver goods or provide services, or when our right to consideration is unconditional. In situations where revenue recognition occurs before invoicing, an unbilled receivable is created, which represents a contract asset. The balance of unbilled accounts receivable, included in accounts receivable, net on our consolidated balance sheets, was \$16.3 million and \$41.1 million as of July 31, 2023 and 2024, respectively.

Our customers are typically invoiced upfront, including invoices for multi-year subscriptions, with payment terms of 30-45 days. We assess credit losses on accounts receivable by taking into consideration past collection experience, the credit quality of the customer, the age of the receivable balance, current and future economic conditions, and forecasts that may affect the collectability of the reported amount. The balance of accounts receivable, net of allowance for credit losses, as of July 31, 2023 and 2024 is presented in the accompanying consolidated balance sheets.

Costs to obtain and fulfill a contract — We capitalize commissions paid to sales personnel and the related payroll taxes when customer contracts are signed. These costs are recorded as deferred commissions in our consolidated balance sheets, current and non-current. We determine whether costs should be deferred based on our sales compensation plans if the commissions are incremental and would not have been incurred absent the execution of the customer contract. Commissions paid upon the initial acquisition of a contract are recognized over the estimated period of benefit, which may exceed the term of the initial contract if the commissions expected to be paid upon renewal are not commensurate with that of the initial contract. Accordingly, deferred costs are recognized on a systematic basis that is consistent with the pattern of revenue recognition allocated to each performance obligation over the entire period of benefit and included in sales and marketing expense in our consolidated statements of operations. We determine the estimated period of benefit by evaluating the expected renewals of customer contracts, the duration of relationships with our customers, customer retention data, our technology development lifecycle, and other factors. Deferred costs are periodically reviewed for impairment.

Taxes assessed by a government authority that are both imposed on and concurrent with specific revenue transactions between us and our customers are presented on a net basis in our consolidated statements of operations.

Deferred revenue — Deferred revenue primarily consists of amounts that have been invoiced but not yet recognized as revenue and primarily pertains to software entitlement and support subscriptions and professional services. The current portion of deferred revenue represents the amounts that are expected to be recognized as revenue within one year of the consolidated balance sheet date.

Cost of Revenue

Cost of revenue consists of cost of product revenue and cost of support, entitlements and other services revenue. Personnel costs associated with our operations and global customer support organizations consist of salaries, benefits and stock-based compensation. Allocated costs consist of certain facilities, depreciation and amortization, recruiting, and information technology costs, allocated based on headcount.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Warranties

We generally provide a one-year warranty on hardware sold by us and a 90-day warranty on software licenses. The hardware warranty provides for parts replacement for defective components and the software warranty provides for bug fixes. With respect to the hardware warranty obligation, we have a warranty agreement with our contract manufacturers under which the OEMs are generally required to replace defective hardware within three years of shipment. Furthermore, our post-contract customer support ("PCS") agreements provide for the same parts replacement that customers are entitled to under the warranty program, except that replacement parts are delivered according to targeted response times to minimize disruption to the customers' critical business applications. Substantially all customers purchase PCS agreements.

Given the warranty agreement with our OEMs and considering that substantially all products are sold together with PCS agreements, we generally have very limited exposure related to warranty costs and therefore no warranty reserve has been recognized.

Research and Development

Our research and development expense consists primarily of product development personnel costs, including salaries and benefits, stock-based compensation and allocated facilities, IT, and recruiting costs. Research and development costs are expensed as incurred. Currently, we expense the software development costs incurred in the research and development of new products and enhancements to existing products as incurred, as from the inception of the product development, our software products are primarily intended to be marketed and sold to customers on-premises, either standalone and/or with other product offerings.

Stock-Based Compensation

Stock-based compensation expense is measured based on the grant date fair value of share-based awards. The fair value of the purchase rights under our 2016 Employee Stock Purchase Plan ("2016 ESPP") is estimated using the Black-Scholes-Merton ("Black-Scholes") option pricing model, which is impacted by the fair value of our common stock, as well as changes in assumptions regarding a number of subjective variables. These variables include the expected common stock price volatility over the term of the awards, the expected term of the awards, risk-free interest rates, and expected dividend yield. The fair value of restricted stock units ("RSUs") is determined using the fair value of our common stock on the date of grant. The fair value of awards with a market-based condition is measured using a Monte Carlo simulation, which requires the use of various assumptions, including the stock price volatility and risk-free interest rate as of the valuation date corresponding to the length of time remaining in the performance period and expected dividend yield.

We grant stock awards with service conditions only and with both service and performance or market-based conditions. We recognize stock-based compensation expense for employee stock awards with a service condition only using the straight-line method over the requisite service period of the awards, which is generally the vesting period. We use the graded vesting attribution method to recognize stock-based compensation expense related to employee stock awards that contain both service and performance or market-based conditions. The fair value of the 2016 ESPP purchase rights is recognized as expense on a straight-line basis over the offering period. We account for forfeitures of all share-based awards when they occur.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Foreign Currency

The functional currency of our foreign subsidiaries is the U.S. dollar. Transactions denominated in currencies other than the functional currency are remeasured at the average exchange rate in effect during the reporting period. At the end of each reporting period all monetary assets and liabilities of our subsidiaries are remeasured at the current U.S. dollar exchange rate at the end of the reporting period. Remeasurement gains and losses are included within other expense, net in our consolidated statements of operations. During the fiscal years ended July 31, 2022, 2023 and 2024, we recognized foreign currency losses of \$3.2 million, \$1.6 million and \$4.3 million, respectively. To date, we have not undertaken any hedging transactions related to foreign currency exposure, but we may do so in the future if our exposure to foreign currency should become more significant. As our international operations grow, we will continue to reassess our approach to managing our risk relating to fluctuations in currency rates.

Segments

Our chief operating decision maker is a group which is comprised of our Chief Executive Officer and Chief Financial Officer. This group allocates resources and assesses financial performance based upon discrete financial information at the consolidated level. Accordingly, we have determined that we operate as a single operating and reportable segment.

Income Taxes

We account for income taxes using the asset and liability method. Deferred income taxes are recognized by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance on amounts that are more likely than not to be realized.

We record a liability for uncertain tax positions if it is not more likely than not to be sustained based solely on its technical merits as of the reporting date. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and may not accurately anticipate actual outcomes.

Advertising Costs

Advertising costs are charged to sales and marketing expense as incurred in our consolidated statements of operations. During the fiscal years ended July 31, 2022, 2023 and 2024, advertising expense was \$13.7 million, \$11.6 million and \$14.7 million, respectively.

Frame Divestiture

In May 2023, we sold our Frame Desktop-as-a-Service business. As consideration for the sale, the buyer paid \$7.0 million in cash, adjusted by increases for the closing cash balance of the Frame business and the amount by which the closing working capital exceeded the working capital target and reductions for closing expenses, the amount by which the closing working capital target exceeded the working capital, and any severance expenses associated with Frame employees who were terminated at or following the close of the transaction at the direction of the buyer, and a \$5.0 million interest-bearing convertible note, which had a fair value of \$5.7 million as of the closing date of the transaction. The fair value of all consideration received exceeded the carrying amount of the Frame business upon closing, resulting in a gain of \$11.0 million, which is included within other expense, net in our consolidated statement of operations for the fiscal year ended July 31, 2023.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Recently Issued and Not Yet Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board issued accounting standards update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which provides for improvements to income tax disclosures. The standard requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The amendments in this update are effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact this new standard will have on our disclosures.

NOTE 2. REVENUE, DEFERRED REVENUE AND DEFERRED COMMISSIONS

Disaggregation of Revenue and Revenue Recognition

Nutanix Cloud Platform can be deployed in core data centers, at the edge, or in public clouds, running on a variety of qualified hardware platforms (including out Nutanix-branded NX hardware line), in popular public cloud environments such as Amazon Web Services ("AWS") and Microsoft Azure through Nutanix Cloud Clusters, or, in the case of our cloud-based software and software-as-a-service ("SaaS") offerings, via hosted service. Our subscription term-based licenses are sold separately, or can also be sold alongside configured-to-order servers. Our subscription term-based licenses typically have durations ranging from one to five years. Our cloud-based SaaS subscriptions generally have durations extending up to five years.

The following table depicts the disaggregation of revenue by revenue type, consistent with how we evaluate our financial performance:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Subscription	\$ 1,433,773	\$ 1,730,848	\$ 2,016,776
Professional services	91,744	91,841	100,852
Other non-subscription product ⁽¹⁾	55,279	40,206	31,188
Total revenue	<u>\$ 1,580,796</u>	<u>\$ 1,862,895</u>	<u>\$ 2,148,816</u>

(1) Prior to fiscal 2024, these amounts were presented as separate line items, Non-portable software and Hardware, as described below. Prior period amounts have been updated to conform to the current period presentation.

Subscription revenue — Subscription revenue includes any performance obligation which has a defined term and is generated from the sales of software entitlement and support subscriptions, subscription software licenses and cloud-based software-as-a-service offerings.

- **Ratable** — We recognize revenue from software entitlement and support subscriptions and SaaS offerings ratably over the contractual service period, the substantial majority of which relate to software entitlement and support subscriptions. These offerings represented approximately \$770.4 million, \$905.8 million and \$1.0 billion of our subscription revenue for fiscal 2022, 2023 and 2024, respectively.
- **Upfront** — Revenue from our subscription software licenses is generally recognized upfront upon transfer of control to the customer, which happens when we make the software available to the customer. These subscription software licenses represented approximately \$663.4 million, \$825.0 million and \$987.8 million of our subscription revenue for fiscal 2022, 2023 and 2024, respectively.

Professional services revenue — We also sell professional services with our products. We recognize revenue related to professional services as they are performed.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other non-subscription product revenue — Other non-subscription product revenue includes approximately \$49.7 million, \$37.4 million and \$27.9 million of non-portable software revenue for fiscal 2022, 2023 and 2024, respectively, and approximately \$5.6 million, \$2.8 million and \$3.3 million of hardware revenue for fiscal 2022, 2023 and 2024, respectively.

- **Non-portable software revenue** — Non-portable software revenue includes sales of our platform when delivered on a configured-to-order server by us or one of our OEM partners. The software licenses associated with these sales are typically non-portable and can be used over the life of the server on which the software is delivered. Revenue from our non-portable software products is generally recognized upon transfer of control to the customer.
- **Hardware revenue** — In the infrequent transactions where the hardware platform is purchased directly from Nutanix, we consider ourselves to be the principal in the transaction and we record revenue and costs of goods sold on a gross basis. We consider the amount allocated to hardware revenue to be equivalent to the cost of the hardware procured. Hardware revenue is generally recognized upon transfer of control to the customer.

Significant changes in the balance of deferred revenue (contract liability) and deferred commissions (contract asset) for the periods presented are as follows:

	<u>Deferred Revenue</u>	<u>Deferred Commissions</u>
	(in thousands)	
Balance as of July 31, 2022	\$ 1,445,538	\$ 367,590
Additions ⁽¹⁾	2,012,389	187,381
Revenue/commissions recognized	<u>(1,862,895)</u>	<u>(196,980)</u>
Balance as of July 31, 2023	1,595,032	357,991
Additions ⁽¹⁾	2,426,490	218,876
Revenue/commissions recognized	<u>(2,148,816)</u>	<u>(218,056)</u>
Balance as of July 31, 2024	<u>\$ 1,872,706</u>	<u>\$ 358,811</u>

(1) Includes both billed and unbilled amounts.

During the fiscal year ended July 31, 2023, we recognized revenue of approximately \$696.0 million pertaining to amounts deferred as of July 31, 2022. During the fiscal year ended July 31, 2024, we recognized revenue of approximately \$771.2 million pertaining to amounts deferred as of July 31, 2023.

Many of our contracted but not invoiced performance obligations are subject to cancellation terms. Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized ("contracted not recognized"), which includes deferred revenue and non-cancelable amounts that will be invoiced and recognized as revenue in future periods and excludes performance obligations that are subject to cancellation terms. Contracted not recognized revenue was approximately \$2.1 billion as of July 31, 2024, of which we expect to recognize approximately 52% over the next 12 months, and the remainder thereafter.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 3. FAIR VALUE MEASUREMENTS

The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy based on the observability of the inputs available in the market used to measure fair value as follows:

- *Level I* — Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;
- *Level II* — Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and
- *Level III* — Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

Assets Measured at Fair Value on a Recurring Basis

Cash equivalents and short-term investments

Our money market funds are classified within Level I due to the highly liquid nature of these assets and have unadjusted inputs, quoted prices in active markets for these assets at the measurement date from the financial institution that carries these investment securities. Our investments in available-for-sale debt securities such as commercial paper, corporate bonds and U.S. government securities are classified within Level II. The fair value of these securities is priced by using inputs based on non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models such as discounted cash flow techniques.

Convertible note receivable

In May 2023, we sold our Frame Desktop-as-a-Service business. As part of the consideration for the sale, we received a \$5.0 million interest-bearing convertible note. We have elected the fair value option for the convertible note and will record the changes in its fair value at each reporting period. As of July 31, 2024, the fair value of the convertible note was determined to be approximately \$5.2 million. We consider this convertible note to be classified within Level III. The fair value is determined by considering the convertible note's principal and accrued interest, as well as the convertible note's option to convert into equity securities, using inputs including debt yields, volatility data, and the value of the underlying equity into which the convertible note could be converted.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The fair value of our financial assets measured on a recurring basis is as follows:

	As of July 31, 2023			
	Level I	Level II	Level III	Total
	(in thousands)			
Financial Assets, Current:				
Cash equivalents:				
Money market funds	\$ 211,319	\$ —	\$ —	\$ 211,319
U.S. Government securities	—	6,999	—	6,999
Commercial paper	—	34,830	—	34,830
Short-term investments:				
Corporate bonds	—	452,703	—	452,703
Commercial paper	—	215,219	—	215,219
U.S. Government securities	—	256,544	—	256,544
Total measured at fair value	\$ 211,319	\$ 966,295	\$ —	\$ 1,177,614
Cash				259,781
Total cash, cash equivalents and short-term investments				\$ 1,437,395

Financial Assets, Non-Current:

Convertible note receivable	\$ —	\$ —	\$ 5,700	\$ 5,700
-----------------------------	------	------	----------	----------

	As of July 31, 2024			
	Level I	Level II	Level III	Total
	(in thousands)			
Financial Assets, Current:				
Cash equivalents:				
Money market funds	\$ 352,295	\$ —	\$ —	\$ 352,295
U.S. Government securities	—	99	—	99
Commercial paper	—	1,747	—	1,747
Short-term investments:				
Corporate bonds	—	233,065	—	233,065
Commercial paper	—	33,770	—	33,770
U.S. Government securities	—	72,237	—	72,237
Total measured at fair value	\$ 352,295	\$ 340,918	\$ —	\$ 693,213
Cash				301,129
Total cash, cash equivalents and short-term investments				\$ 994,342

Financial Assets, Non-Current:

Convertible note receivable	\$ —	\$ —	\$ 5,150	\$ 5,150
-----------------------------	------	------	----------	----------

Financial Instruments Not Recorded at Fair Value on a Recurring Basis

We report our financial instruments at fair value, with the exception of the previously outstanding 2026 Notes and the 2027 Notes. Financial instruments that are not recorded at fair value on a recurring basis are measured at fair value on a quarterly basis for disclosure purposes. The carrying values and estimated fair values of financial instruments not recorded at fair value are as follows:

	As of July 31, 2023		As of July 31, 2024	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
	(in thousands)			
2026 Notes	\$ 649,630	\$ 1,043,889	\$ —	\$ —
2027 Notes	568,535	497,410	570,073	631,178
Total	\$ 1,218,165	\$ 1,541,299	\$ 570,073	\$ 631,178

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The carrying value of the 2026 Notes as of July 31, 2023 included \$47.6 million of non-cash interest expense that was added to the principal balance, net of unamortized debt discounts of \$132.8 million and unamortized debt issuance costs of \$15.2 million.

The carrying value of the 2027 Notes as of July 31, 2023 and 2024 was net of unamortized debt issuance costs of \$6.5 million and \$4.9 million, respectively.

The total estimated fair value of the 2026 Notes was based on a binomial model. We considered the fair value of the 2026 Notes to be a Level III valuation, as the 2026 Notes were not publicly traded. The Level III inputs used to determine the estimated fair value of the 2026 Notes included the conversion rate, risk-free interest rate, discount rate, volatility, and the price of our Class A common stock.

The total estimated fair value of the 2027 Notes was determined based on the closing trading price per \$100 of the 2027 Notes as of the last day of trading for the period. We consider the fair value of the 2027 Notes to be a Level II valuation due to the limited trading activity.

NOTE 4. BALANCE SHEET COMPONENTS

Short-Term Investments

The amortized cost of our short-term investments approximates their fair value. Unrealized losses related to our short-term investments are generally due to interest rate fluctuations, as opposed to credit quality. However, we review individual securities that are in an unrealized loss position in order to evaluate whether or not they have experienced or are expected to experience credit losses that would result in a decline in fair value. As of July 31, 2023 and 2024, unrealized gains and losses from our short-term investments were not material and were not the result of a decline in credit quality. As a result, as of July 31, 2023 and 2024, we did not record any credit losses for these investments.

The following table summarizes the estimated fair value of our investments in marketable debt securities by their contractual maturity dates:

	As of July 31, 2024
	(in thousands)
Due within one year	\$ 209,076
Due in one to three years	129,996
Total	\$ 339,072

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consists of the following:

	As of July 31,	
	2023	2024
	(in thousands)	
Prepaid operating expenses	\$ 84,998	\$ 62,815
VAT receivables	5,954	8,017
Other current assets	56,135	26,475
Total prepaid expenses and other current assets	\$ 147,087	\$ 97,307

The decrease in prepaid expenses and other current assets from July 31, 2023 to July 31, 2024 was due primarily to the release of the insurance receivable and the settlement payment related to the February 2023

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

settlement of two securities class actions, as the settlement was paid out during the fiscal quarter ended October 31, 2023. For additional details on legal proceedings, refer to Note 7.

Property and Equipment, Net

Property and equipment, net consists of the following:

	Estimated Useful Life (in months)	As of July 31,	
		2023	2024
		(in thousands)	
Computer, production, engineering and other equipment	36	\$ 381,140	\$ 421,559
Demonstration units	12	60,985	59,570
Leasehold improvements	(1)	64,667	64,607
Software	(2)	9,238	29,014
Furniture and fixtures	60	16,132	16,169
Total property and equipment, gross		532,162	590,919
Less: accumulated depreciation		(420,297)	(454,739)
Total property and equipment, net		\$ 111,865	\$ 136,180

- (1) Leasehold improvements are amortized over the shorter of the estimated useful lives of the improvements or the remaining lease term.
- (2) The estimated useful life of software ranges from 36 to 120 months, representing the period during which the software is expected to contribute, either directly or indirectly, to our future cash flows.

Depreciation expense related to our property and equipment was \$69.3 million, \$63.3 million and \$65.6 million for the fiscal years ended July 31, 2022, 2023 and 2024, respectively.

Intangible Assets, Net

Intangible assets, net consists of the following:

	As of July 31,	
	2023	2024
	(in thousands)	
Developed technology	\$ 78,267	\$ 79,838
Customer relationships	8,860	11,230
Trade name	4,170	4,200
Total intangible assets, gross	91,297	95,268
Less:		
Accumulated amortization of developed technology	(73,411)	(76,804)
Accumulated amortization of customer relationships	(8,823)	(9,111)
Accumulated amortization of trade name	(4,170)	(4,200)
Total accumulated amortization	(86,404)	(90,115)
Total intangible assets, net	\$ 4,893	\$ 5,153

Amortization expense related to our intangible assets is recognized in our consolidated statements of operations within product cost of revenue for developed technology and sales and marketing expense for customer relationships and trade name.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The changes in the net book value of intangible assets, net are as follows:

	As of July 31,	
	2023	2024
	(in thousands)	
Intangible assets, net—beginning balance	\$ 15,829	\$ 4,893
Amortization of intangible assets ⁽¹⁾	(10,697)	(3,709)
Acquisition of intangible assets	—	3,969
Divestiture of Frame intangible assets	(239)	—
Intangible assets, net—ending balance	<u>\$ 4,893</u>	<u>\$ 5,153</u>

(1) Represents amortization expense related to intangible assets recognized during the year in our consolidated statements of operations, within product cost of revenue and sales and marketing expense.

The estimated future amortization expense of our intangible assets is as follows:

Fiscal Year Ending July 31:	Amount
	(in thousands)
2025	\$ 2,540
2026	777
2027	777
2028	353
2029	353
Thereafter	353
Total	<u>\$ 5,153</u>

Goodwill

The changes in the carrying amount of goodwill are as follows:

	Carrying Amount
	(in thousands)
Balance at July 31, 2022	\$ 185,260
Adjustment for Frame divestiture	(322)
Balance at July 31, 2023	184,938
Adjustment for acquisition	297
Balance at July 31, 2024	<u>\$ 185,235</u>

Accrued Compensation and Benefits

Accrued compensation and benefits consists of the following:

	As of July 31,	
	2023	2024
	(in thousands)	
Accrued commissions and taxes	\$ 36,882	\$ 40,714
Payroll taxes payable	17,427	31,797
Accrued vacation	24,840	26,772
Contributions to ESPP withheld	10,145	24,676
Accrued bonus	16,404	17,863
Accrued benefits	12,391	16,580
Accrued wages and taxes	11,485	16,255
Retirement 401(k) payable	1,915	701
Other	12,190	20,244
Total accrued compensation and benefits	<u>\$ 143,679</u>	<u>\$ 195,602</u>

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consists of the following:

	As of July 31,	
	2023	2024
	(in thousands)	
Income taxes payable	\$ 2,185	\$ 1,927
Accrued professional services	1,978	2,004
Litigation settlement reserves	71,000	—
Software usage liability	11,248	—
Other	22,858	21,036
Total accrued expenses and other current liabilities	<u>\$ 109,269</u>	<u>\$ 24,967</u>

The decrease in accrued expenses and other current liabilities from July 31, 2023 to July 31, 2024 was due primarily to the release of the litigation settlement reserve related to the settlement of two securities class actions, which was agreed to in February 2023 but paid out during the fiscal quarter ended October 31, 2023. For additional details on legal proceedings, refer to Note 7. In addition, we released the software usage liability related to the completed Audit Committee investigation, as we settled with the vendor.

NOTE 5. CONVERTIBLE SENIOR NOTES

2023 Notes

In January 2018, we issued the 2023 Notes with a 0% interest rate for an aggregate principal amount of \$575.0 million, due in 2023, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act.

On September 22, 2021, we consummated privately negotiated exchanges with certain holders of the outstanding 2023 Notes, pursuant to which such holders exchanged approximately \$416.5 million in aggregate principal amount of 2023 Notes for \$477.3 million in aggregate principal amount of 2027 Notes. We also entered into privately negotiated transactions with certain holders of the 2023 Notes pursuant to which we repurchased approximately \$12.8 million in aggregate principal amount of 2023 Notes for cash. Following the closing of these exchanges and repurchases, approximately \$145.7 million in aggregate principal amount of 2023 Notes remained outstanding with terms unchanged.

In January 2023, we settled the 2023 Notes in full at maturity with a cash payment of \$145.7 million.

The following table sets forth the total interest expense recognized related to the 2023 Notes:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Interest expense related to amortization of debt issuance costs	844	248	—

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note Hedges and Warrants

Concurrently with the offering of the 2023 Notes in January 2018, we entered into convertible note hedge transactions with certain bank counterparties, whereby we have the initial option to purchase a total of approximately 11.8 million shares of our Class A common stock at a conversion price of approximately \$48.85 per share, subject to adjustment for certain specified events. The total cost of the convertible note hedge transactions was approximately \$143.2 million. In addition, we sold warrants to certain bank counterparties, whereby the holders of the warrants have the initial option to purchase a total of approximately 11.8 million shares of our Class A common stock at a price of \$73.46 per share, subject to adjustment for certain specified events. We received approximately \$88.0 million in cash proceeds from the sale of these warrants.

In September 2021, in connection with the exchange and repurchase transactions described above, we terminated portions of the convertible note hedge transactions and warrant transactions previously entered into with certain financial institutions in connection with the issuance of the 2023 Notes. The net effect of these unwind transactions was a \$21.5 million cash payment received, consisting of an \$18.4 million payment for the warrant unwind and the receipt of \$39.9 million from the hedge unwind. The amounts paid and received as part of the unwind transactions were recorded to additional paid-in capital within the consolidated balance sheet.

In January 2023, the convertible note hedges and warrant transactions expired concurrently with the maturity of the 2023 Notes. No settlement is required as the stock has remained below the strike price throughout the unwind settlement averaging period.

2026 Notes

In September 2020, we issued \$750.0 million in aggregate principal amount of the 2026 Notes to BCPE Nucleon (DE) SPV, LP, an entity affiliated with Bain Capital, LP ("Bain"). The total net proceeds from this offering were approximately \$723.7 million, after deducting \$26.3 million of debt issuance costs.

The 2026 Notes bore interest at a rate of 2.50% per annum, with such interest paid in kind ("PIK") on the 2026 Notes held by Bain through an increase in the principal amount of the 2026 Notes, and to be paid in cash on any 2026 Notes transferred to entities that are not affiliated with Bain. Interest on the 2026 Notes accrued from the date of issuance, September 24, 2020, and was added to the principal amount on a semi-annual basis (on March 15 and September 15 of each year). The 2026 Notes were set to mature on September 15, 2026, subject to earlier conversion, redemption or repurchase.

In accordance with accounting guidance on embedded conversion features, at issuance, we valued and bifurcated the conversion option associated with the 2026 Notes from the respective host debt instrument, which is treated as a debt discount, and initially recorded the conversion option of \$230.9 million as a derivative liability in our consolidated balance sheet, with the corresponding amount recorded as a discount to the 2026 Notes and amortized over the term of the 2026 Notes using the effective interest method.

Upon the conversion price of the 2026 Notes becoming fixed, subject to customary anti-dilution and other adjustments, in September 2021, the embedded conversion option for the 2026 Notes no longer required bifurcation because the conversion features were considered indexed to our own equity and met the equity classification conditions. The carrying amount of the derivative liability of \$698.2 million as of that date was reclassified to additional paid-in capital within our consolidated balance sheet. The remaining debt discount that arose from the original bifurcation was amortized over the term of the 2026 Notes.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On June 6, 2024, Bain delivered a notice of conversion to convert \$817.6 million aggregate principal amount of the 2026 Notes, representing all of the outstanding principal amount as of that date. Under the terms of the indenture governing the 2026 Notes, the conversion was settled by paying the \$817.6 million principal amount in cash and delivering the conversion spread of approximately 16.9 million shares of our Class A common stock. The cash portion was settled using a portion of our existing cash, cash equivalents and short-term investments.

The 2026 Notes were converted in accordance with its original terms and conditions. Upon conversion, because the carrying amount of the conversion option was previously reclassified to equity, the unamortized discount remaining at the date of conversion was recognized as interest expense. The remaining carrying amount of the 2026 Notes was reduced by the cash transferred and then recognized in equity, such that no gain or loss was recognized. In addition, the accrued and unpaid interest as of the conversion date was forgiven pursuant to the terms of the indenture and recognized in equity.

The 2026 Notes consisted of the following:

	As of July 31,	
	2023	2024
	(in thousands)	
Principal amounts:		
Principal	\$ 750,000	\$ —
Non-cash interest expense converted to principal	47,569	—
Unamortized debt discount (conversion feature) ⁽¹⁾	(132,769)	—
Unamortized debt issuance costs ⁽¹⁾	(15,170)	—
Net carrying amount	\$ 649,630	\$ —

(1) Included in our consolidated balance sheets within convertible senior notes, net and amortized over the remaining life of the 2026 Notes using the effective interest rate method. The effective interest rate was 7.05%.

The following table sets forth the total interest expense recognized related to the 2026 Notes:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Interest expense related to amortization of debt discount	\$ 34,180	\$ 36,668	\$ 35,955
Interest expense related to amortization of debt issuance costs	3,906	4,189	4,107
Non-cash interest expense	19,270	19,757	18,550
Interest expense related to conversion of 2026 Notes attributable to debt discount and issuance costs	—	—	107,877
Total interest expense	\$ 57,356	\$ 60,614	\$ 166,489

Non-cash interest expense was related to the 2.5% PIK interest that we accrued from the issuance of the 2026 Notes through the conversion date and was recognized within other expense, net in our consolidated statement of operations and other liabilities—non-current in our consolidated balance sheet. The accrued PIK interest was converted to the principal balance of the 2026 Notes at each payment date.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2027 Notes

In September 2021, we issued \$575 million in aggregate principal amount of 0.25% convertible senior notes due 2027 consisting of (i) approximately \$477.3 million principal amount of 2027 Notes in exchange for approximately \$416.5 million principal amount of the 2023 Notes (the "Exchange Transactions") and (ii) approximately \$97.7 million principal amount of 2027 Notes for cash (the "Subscription Transactions"). We did not receive any cash proceeds from the Exchange Transactions. The net cash proceeds from the Subscription Transactions were approximately \$88.4 million after deducting the offering expenses for both the Exchange Transactions and the Subscription Transactions. We used (i) approximately \$14.7 million of the net cash proceeds from the Subscription Transactions to repurchase approximately \$12.8 million principal amount of the 2023 Notes and (ii) approximately \$58.5 million of the net cash proceeds from the Subscription Transactions to repurchase approximately 1.4 million shares of our Class A common stock.

The 2027 Notes bear interest at a rate of 0.25% per annum and pay interest semi-annually in arrears on each April 1 and October 1. The 2027 Notes will mature on October 1, 2027, unless earlier converted, redeemed or repurchased.

The 2027 Notes are convertible into cash, shares of our Class A common stock, or a combination of cash and shares of Class A common stock, at our election. Each \$1,000 of principal of the 2027 Notes is initially convertible into 17.3192 shares of our Class A common stock, which is equivalent to an initial conversion price of approximately \$57.74 per share, subject to customary anti-dilution adjustments. Holders of these 2027 Notes may convert their 2027 Notes at their option at any time prior to the close of the business day immediately preceding July 1, 2027, only under the following circumstances:

- (1) during any fiscal quarter, and only during such fiscal quarter, if the closing price of our common stock for at least 20 trading days in a period of 30 consecutive trading days ending on, and including, the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the then applicable conversion price for the Notes per share of common stock;
- (2) during the five business day period after any consecutive five trading day period in which, for each trading day of that period, the trading price per \$1,000 principal amount of 2027 Notes for such trading day was less than 98% of the product of the closing price of our common stock and the then applicable conversion rate on each such trading day;
- (3) if we call the 2027 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- (4) upon the occurrence of certain specified corporate events.

Upon conversion of the 2027 Notes, we will pay or deliver, as the case may be, cash, shares of our Class A common stock or a combination of cash and shares of Class A common stock, at our election.

The conversion rate will be subject to adjustment in certain events, but will not be adjusted for any accrued or unpaid interest. Holders who convert their 2027 Notes in connection with certain corporate events that constitute a "make-whole fundamental change" (as defined in the indenture governing the 2027 Notes) are, under certain circumstances, entitled to an increase in the conversion rate. In addition, if we undergo a "fundamental change" (as defined in the indenture governing the 2027 Notes) prior to the maturity date, holders of the 2027 Notes may require us to repurchase for cash all or a portion of their 2027 Notes at a repurchase price equal to 100% of the principal amount of the repurchased 2027 Notes, plus accrued and unpaid interest thereon.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In accounting for the exchange of convertible notes, we evaluated whether the transaction should be treated as a modification or extinguishment transaction. The partial exchange of the 2023 Notes and issuance of the 2027 Notes were deemed to have substantially different terms due to the significant difference between the value of the conversion option immediately prior to and after the exchange, and consequently, the 2023 Notes partial exchange was accounted for as a debt extinguishment. The \$64.9 million difference between the total reacquisition price paid and the net carrying amount of the 2023 Notes was recognized as a debt extinguishment loss within other expense, net in our consolidated statement of operations.

The 2027 Notes consisted of the following:

	As of July 31,	
	2023	2024
	(in thousands)	
Principal amounts:		
Principal	\$ 575,000	\$ 575,000
Unamortized debt issuance costs ⁽¹⁾	(6,465)	(4,927)
Net carrying amount	\$ 568,535	\$ 570,073

(1) Included in our consolidated balance sheets within convertible senior notes, net and amortized over the remaining life of the 2027 Notes using the effective interest rate method. The effective interest rate is 0.52%.

As of July 31, 2024, the remaining life of the 2027 Notes was approximately 3.2 years.

The following table sets forth the total interest expense recognized related to the 2027 Notes:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Contractual interest expense	\$ 1,229	\$ 1,720	\$ 1,352
Interest expense related to amortization of debt issuance costs	1,302	1,530	1,538
Total interest expense	\$ 2,531	\$ 3,250	\$ 2,890

NOTE 6. LEASES

We have operating leases for offices, research and development facilities and data centers and finance leases for certain data center equipment. Our leases have remaining lease terms of one year to approximately six years, some of which include options to renew or terminate. We do not include renewal options in the lease terms for calculating our lease liability, as we are not reasonably certain that we will exercise these renewal options at the time of the lease commencement. Our lease agreements do not contain any residual value guarantees or restrictive covenants.

Total operating lease cost was \$43.3 million, \$42.4 million and \$38.6 million for the fiscal years ended July 31, 2022, 2023 and 2024, respectively, excluding short-term lease costs, variable lease costs and sublease income, each of which were not material. Variable lease costs primarily include common area maintenance charges. Total finance lease cost was \$2.4 million, \$3.9 million, and \$4.8 million for the fiscal years ended July 31, 2022, 2023 and 2024, respectively.

During fiscal 2022, we signed agreements to early exit certain office spaces in the United States. The reduction in the lease term resulted in a decrease to the carrying amount of the operating lease liability and the operating lease right-of-use asset on our consolidated balance sheet as of July 31, 2022. In addition, we recorded \$0.6 million of expense in our consolidated statement of operations for the fiscal year ended July 31, 2022.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During fiscal 2023, we signed agreements to early exit certain office spaces in the United States and the Netherlands. The reductions in the lease terms resulted in decreases to the carrying amounts of the operating lease liabilities and the operating lease right-of-use assets on our consolidated balance sheet as of July 31, 2023. In addition, we recorded \$1.7 million of expense in our consolidated statement of operations for the fiscal year ended July 31, 2023.

Supplemental balance sheet information related to our leases is as follows:

	As of July 31,	
	2023	2024
(in thousands)		
Operating leases:		
Operating lease right-of-use assets, gross	\$ 181,226	\$ 180,843
Accumulated amortization	(87,672)	(71,710)
Operating lease right-of-use assets, net	\$ 93,554	\$ 109,133
Operating lease liabilities—current	\$ 29,567	\$ 24,163
Operating lease liabilities—non-current	68,940	90,359
Total operating lease liabilities	\$ 98,507	\$ 114,522
Weighted average remaining lease term (in years):	5.0	4.8
Weighted average discount rate:	6.1%	6.4%

	As of July 31,	
	2023	2024
(in thousands)		
Finance leases:		
Finance lease right-of-use assets, gross ⁽¹⁾	\$ 18,279	\$ 19,345
Accumulated amortization ⁽¹⁾	(5,558)	(9,412)
Finance lease right-of-use assets, net ⁽¹⁾	\$ 12,721	\$ 9,933
Finance lease liabilities—current ⁽²⁾	\$ 3,518	\$ 3,954
Finance lease liabilities—non-current ⁽³⁾	9,722	6,666
Total finance lease liabilities	\$ 13,240	\$ 10,620
Weighted average remaining lease term (in years):	3.7	2.9
Weighted average discount rate:	6.8%	7.0%

(1) Included in our consolidated balance sheets within property and equipment, net.

(2) Included in our consolidated balance sheets within accrued expenses and other current liabilities.

(3) Included in our consolidated balance sheets within other liabilities—non-current.

Supplemental cash flow and other information related to our leases is as follows:

	Fiscal Year Ended July 31,		
	2022	2023	2024
(in thousands)			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 48,509	\$ 46,886	\$ 37,973
Operating cash flows from finance leases	\$ —	\$ —	\$ 885
Financing cash flows from finance leases	\$ 1,089	\$ 4,757	\$ 3,601
Lease liabilities arising from obtaining right-of-use assets:			
Operating leases	\$ 55,797	\$ 10,358	\$ 46,153
Finance leases	\$ 4,529	\$ 7,827	\$ 1,066

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The undiscounted cash flows for our lease liabilities as of July 31, 2024 were as follows:

Fiscal Year Ending July 31:	Operating Leases	Finance Leases	Total
		(in thousands)	
2025	\$ 30,125	\$ 4,576	\$ 34,701
2026	26,064	3,874	29,938
2027	23,780	2,164	25,944
2028	22,968	1,152	24,120
2029	17,252	41	17,293
Thereafter	13,985	—	13,985
Total lease payments	134,174	11,807	145,981
Less: imputed interest	(19,652)	(1,187)	(20,839)
Total lease obligation	114,522	10,620	125,142
Less: current lease obligations	(24,163)	(3,954)	(28,117)
Long-term lease obligations	<u>\$ 90,359</u>	<u>\$ 6,666</u>	<u>\$ 97,025</u>

As of July 31, 2024, we had additional operating lease commitments of approximately \$2.3 million on an undiscounted basis for certain office leases that have not yet commenced. These operating leases will commence during fiscal 2025, with lease terms of approximately one year.

NOTE 7. COMMITMENTS AND CONTINGENCIES

Purchase Commitments

In the normal course of business, we make commitments with our contract manufacturers to ensure them a minimum level of financial consideration for their investment in our joint solutions. These commitments are based on performance targets or on-hand inventory and non-cancelable purchase orders for non-standard components. We record a charge related to these items when we determine that it is probable a loss will be incurred and we are able to estimate the amount of the loss. Our historical charges have not been material. As of July 31, 2024, we had approximately \$110.6 million of non-cancelable purchase obligations and other commitments pertaining to our daily business operations, and approximately \$85.2 million in the form of guarantees to certain of our contract manufacturers.

Guarantees and Indemnifications

We have entered into agreements with some of our Partners and customers that contain indemnification provisions in the event of claims alleging that our products infringe the intellectual property rights of a third party. The scope of such indemnification varies, and may include, in certain cases, the ability to cure the indemnification by modifying or replacing the product at our own expense, requiring the return and refund of the infringing product, procuring the right for the partner and/or customer to continue to use or distribute the product, as applicable, and/or defending the partner or customer against and paying any damages from third-party actions based upon claims of infringement. Other guarantees or indemnification arrangements include guarantees of product and service performance.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We have also agreed to indemnify our directors, executive officers and certain other officers for costs associated with any fees, expenses, judgments, fines, and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by us, arising out of that person's services as a director or officer of our company or that person's services provided to any other company or enterprise at our request. We maintain director and officer insurance coverage that may enable us to recover a portion of any future amounts paid.

The fair value of liabilities related to indemnifications and guarantee provisions are not material and have not had any material impact on our consolidated financial statements to date.

Legal Proceedings

In February 2023, we settled the two previously disclosed securities class actions that were brought on behalf of persons or entities who purchased or otherwise acquired our securities and/or transacted in publicly traded call options and/or put options on our stock between November 30, 2017 and May 30, 2019. The total settlement amount was \$71.0 million, which was accrued as of July 31, 2023 and included within accrued expenses and other current liabilities on our consolidated balance sheet. In June 2023, \$31.1 million of the settlement funds were deposited in escrow and were included within prepaid expenses and other current assets on our consolidated balance sheet as of July 31, 2023. In October 2023, the court granted final approval of the settlement and the funds were subsequently released from escrow and paid out to the plaintiffs. The settlement accrual was partially offset by a receivable of \$39.9 million for amounts recoverable under our applicable insurance policies, which was included within prepaid expenses and other current assets on our consolidated balance sheet as of July 31, 2023. During the fiscal year ended July 31, 2023, we recorded charges of \$38.7 million for the settlement and applicable legal fees, net of our insurance receivable.

In September 2023, we settled the previously disclosed securities class action that was brought on behalf of a putative class consisting of persons or entities who purchased or otherwise acquired our securities between September 21, 2021 and March 6, 2023. The settlement payment was not material. In November 2023, the court dismissed the securities class action pursuant to the settlement agreement with prejudice as to the lead plaintiff and without prejudice as to the other members of the putative class. In addition, in December 2023, the plaintiff in the related previously disclosed stockholder derivative action voluntarily dismissed the action.

We are not currently a party to any legal proceedings that we believe to be material to our business or financial condition. From time to time, we may become party to various litigation matters and subject to claims that arise in the ordinary course of business.

NOTE 8. STOCKHOLDERS' EQUITY

Effective January 3, 2022, all of our then outstanding shares of Class B common stock, par value \$0.000025 per share, were automatically converted into the same number of shares of our Class A common stock, par value \$0.000025 per share, pursuant to the terms of our Amended and Restated Certificate of Incorporation. No additional shares of Class B common stock will be issued following such conversion. As a result, as of July 31, 2024, we had one class of outstanding common stock consisting of Class A common stock. In December 2022, our stockholders approved an amendment and restatement of our Amended and Restated Certificate of Incorporation, which includes the removal of all provisions related to Class B common stock.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of July 31, 2024, we had 1.0 billion shares of Class A common stock authorized, with a par value of \$0.000025 per share. As of July 31, 2024, we had 265.2 million shares of Class A common stock issued and outstanding.

Holders of Class A common stock are entitled to one vote for each share of Class A common stock held on all matters submitted to a vote of stockholders.

Share Repurchases

In September 2021, we used approximately \$58.5 million of the net cash proceeds from the issuance of \$97.7 million in aggregate principal amount of 2027 Notes to repurchase 1.4 million shares of Class A common stock in open market transactions at an average price of \$42.77 per share. For additional details on these transactions, refer to Note 5.

In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock. Repurchases may be made from time to time through open market purchases or through privately negotiated transactions subject to market conditions, applicable legal requirements and other relevant factors. The authorization has no expiration date, does not obligate us to acquire any particular amount of our common stock, and may be suspended at any time at our discretion. During the fiscal year ended July 31, 2024, we repurchased 2.6 million shares of Class A common stock in open market transactions at a weighted average price of \$50.77 per share for an aggregate purchase price of \$131.1 million. As of July 31, 2024, \$218.9 million remained available for future share repurchases under the authorization.

Common Stock Reserved for Issuance

As of July 31, 2024, we had reserved shares of common stock for future issuance as follows:

	<u>As of July 31, 2024</u>
	(in thousands)
Shares reserved for future equity grants	19,964
Shares underlying outstanding stock options	258
Shares underlying outstanding restricted stock units	22,175
Shares reserved for future employee stock purchase plan awards	10,747
Total	<u>53,144</u>

NOTE 9. EQUITY INCENTIVE PLANS

Stock Plans

We have one active equity incentive plan, the 2016 Equity Incentive Plan (the "2016 Plan"), and two inactive equity incentive plans, the 2010 Stock Plan ("2010 Plan") and the 2011 Stock Plan ("2011 Plan") (collectively, the "Stock Plans"). Our stockholders approved the 2016 Plan in March 2016 and it became effective in connection with our initial public offering ("IPO"). As a result, at the time of the IPO, we ceased granting additional stock awards under the 2010 Plan and 2011 Plan and both plans were terminated. Any outstanding stock awards under the 2010 Plan and 2011 Plan remain outstanding, subject to the terms of the applicable plan and award agreements, until such shares are issued under those stock awards, by exercise of stock options or settlement of RSUs, or until those stock awards become vested or expired by their terms.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Under the 2016 Plan, we may grant incentive stock options, non-statutory stock options, restricted stock, RSUs, and stock appreciation rights to employees, directors and consultants. We initially reserved 22.4 million shares of our Class A common stock for issuance under the 2016 Plan. The number of shares of Class A common stock available for issuance under the 2016 Plan also includes an annual increase on the first day of each fiscal year, beginning in fiscal 2018, equal to the lesser of: 18.0 million shares, 5% of the outstanding shares of all classes of common stock as of the last day of our immediately preceding fiscal year, or such other amount as may be determined by our Board of Directors. Accordingly, on August 1, 2022 and 2023, the number of shares of Class A common stock available for issuance under the 2016 Plan increased by 11.3 million and 12.0 million shares, respectively, pursuant to these provisions. As of July 31, 2024, we had reserved a total of 42.4 million shares for the issuance of equity awards under the Stock Plans, of which 20.0 million shares were still available for grant. On August 1, 2024, the number of shares of Class A common stock available for issuance under the 2016 Plan increased by 13.3 million shares pursuant to the automatic increase provisions.

Restricted Stock Units

RSUs settle into shares of Class A common stock upon vesting. During the second quarter of fiscal 2024, we began funding withholding taxes due on the vesting of employee RSUs by net share settlement, rather than our previous approach of selling shares of Class A common stock to cover taxes upon vesting of such awards. The payment of the withheld taxes to the tax authorities is reflected as a financing activity within the consolidated statements of cash flows.

Performance RSUs

From time to time, we grant RSUs that have both service and performance conditions to our executives and employees ("PRSUs"). Vesting of PRSUs is subject to continuous service and the satisfaction of certain performance targets. While we recognize cumulative stock-based compensation expense for the portion of the awards for which both the service condition has been satisfied and it is probable that the performance conditions will be met, the actual vesting and settlement of PRSUs are subject to the performance conditions actually being met.

In January 2024, the Compensation Committee of our Board of Directors approved the grant of approximately 0.3 million RSUs subject to certain performance conditions ("PRSUs") to our President and CEO. These PRSUs have a grant date fair value per unit of \$45.86 and will vest up to 200% based on achievement of specified annual recurring revenue and free cash flow hurdles over a performance period of approximately 3.6 years, subject to his continuous service as CEO through the vesting date.

Market Stock Units

We also grant RSUs that have both service and market-based conditions to our executives and employees ("MSUs"). Vesting of MSUs is subject to continuous service and the satisfaction of certain market-based performance targets. While we recognize cumulative stock-based compensation expense for the portion of the awards for which the service condition has been satisfied, regardless of achievement of the specified targets, the actual vesting and settlement of MSUs are subject to the market-based conditions actually being met.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During fiscal 2022, 2023 and 2024, the Compensation Committee of our Board of Directors approved the grant of approximately 0.7 million, 1.3 million and 0.8 million, respectively, RSUs subject to certain market conditions to certain of our executives. These MSUs have a weighted average grant date fair value per unit of approximately \$46.80, \$27.89 and \$47.65, respectively, and will vest up to 200% of the target number of MSUs based upon our total shareholder return relative to the total shareholder return of companies in the Nasdaq Composite Index over a performance period of approximately 2.8 years, 3.1 years and 3.0 years, respectively, subject to continuous service on each vesting date.

In January 2024, the Compensation Committee of our Board of Directors approved the grant of approximately 0.2 million MSUs to our President and CEO. These MSUs have a weighted average grant date fair value of \$62.85 and will vest up to 200% based on achievement of specified stock price hurdles at any time during a performance period of approximately 3.6 years, subject to his continuous service as CEO through the vesting date.

Below is a summary of RSU activity and PRSU and MSU (collectively, "PSU") activity under the Stock Plans:

	RSUs		PSUs	
	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value per Share	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value per Share
Outstanding at July 31, 2021	20,423	\$ 30.83	1,285	\$ 33.35
Granted	14,921	\$ 30.33	654	\$ 46.80
Released	(9,160)	\$ 32.57	(466)	\$ 34.96
Forfeited	(5,308)	\$ 32.27	(213)	\$ 39.48
Outstanding at July 31, 2022	20,876	\$ 29.34	1,260	\$ 38.71
Granted	16,045	\$ 19.25	1,339	\$ 27.89
Released	(9,938)	\$ 27.28	(314)	\$ 34.07
Forfeited	(4,169)	\$ 26.36	(325)	\$ 30.08
Outstanding at July 31, 2023	22,814	\$ 23.69	1,960	\$ 33.49
Granted	9,850	\$ 34.22	1,396	\$ 49.82
Released	(10,844)	\$ 25.76	(796)	\$ 25.25
Forfeited	(1,959)	\$ 25.73	(246)	\$ 45.15
Outstanding at July 31, 2024	19,861	\$ 27.58	2,314	\$ 44.94

The aggregate grant date fair value of RSUs, including PSUs, vested was \$314.6 million, \$281.8 million and \$299.5 million for the fiscal years ended July 31, 2022, 2023 and 2024, respectively.

Stock Options

Our Board of Directors determines the period over which stock options become exercisable and stock options generally vest over a four-year period. Stock options generally expire 10 years from the date of grant. The term of an ISO grant to a 10% stockholder will not exceed five years from the date of the grant. The exercise price of an ISO will not be less than 100% of the estimated fair value of the shares of common stock underlying the stock option (or 110% of the estimated fair value in the case of an ISO granted to a 10% stockholder) on the date of grant. The exercise price of an NSO is determined by our Board of Directors at the time of grant and is generally not less than 100% of the estimated fair value of the shares of common stock underlying the stock option on the date of grant.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Below is a summary of stock option activity under the Stock Plans:

	Fiscal Year Ended July 31,							
	2023		2024					
Number of Shares <small>(in thousands)</small>	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life <small>(in years)</small>	Aggregate Intrinsic Value <small>(in thousands)</small>	Number of Shares <small>(in thousands)</small>	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life <small>(in years)</small>	Aggregate Intrinsic Value <small>(in thousands)</small>	
Outstanding at beginning of period	1,689	\$ 6.43	1.9	\$ 14,707	1,046	\$ 6.83	1.1	\$ 24,451
Options granted	—	\$ —			—	\$ —		
Options exercised	(643)	\$ 5.76			(788)	\$ 5.38		
Options canceled/forfeited	—	\$ —			—	\$ —		
Outstanding at end of period	<u>1,046</u>	<u>\$ 6.83</u>	<u>1.1</u>	<u>\$ 24,451</u>	<u>258</u>	<u>\$ 11.26</u>	<u>0.7</u>	<u>\$ 10,138</u>
Exercisable at end of period	<u>1,046</u>	<u>\$ 6.83</u>	<u>1.1</u>	<u>\$ 24,451</u>	<u>258</u>	<u>\$ 11.26</u>	<u>0.7</u>	<u>\$ 10,138</u>

The aggregate intrinsic value of stock options exercised during the fiscal years ended July 31, 2022, 2023 and 2024 was \$35.0 million, \$12.1 million and \$37.8 million, respectively. Aggregate intrinsic value represents the difference between the exercise price of the options and the estimated fair value of our common stock. Cash received from option exercises was \$6.5 million, \$3.7 million and \$4.2 million for the fiscal years ended July 31, 2022, 2023 and 2024, respectively. The total grant date fair value of stock options vested was not material for the fiscal year ended July 31, 2022. There were no stock options that vested during the fiscal years ended July 31, 2023 or 2024. We did not grant any stock options during the fiscal years ended July 31, 2022, 2023 or 2024.

Employee Stock Purchase Plan

In December 2015, our Board of Directors adopted the 2016 Employee Stock Purchase Plan, which was subsequently amended in January 2016 and September 2016 and approved by our stockholders in March 2016 (the "Original 2016 ESPP"). The Original 2016 ESPP became effective in connection with our IPO. Our stockholders subsequently approved amendments to the Original 2016 ESPP in December 2019 and December 2022 (as amended, the "2016 ESPP"). Under the 2016 ESPP, the maximum number of shares of Class A common stock available for sale is 13.8 million shares.

The 2016 ESPP allows eligible employees to purchase shares of our Class A common stock at a discount through payroll deductions of up to 15% of eligible compensation, subject to caps of \$25,000 in any calendar year and 1,000 shares on any purchase date. The 2016 ESPP provides for 12-month offering periods, generally beginning in March and September of each year, and each offering period consists of two six-month purchase periods.

On each purchase date, participating employees will purchase Class A common stock at a price per share equal to 85% of the lesser of the fair market value of our Class A common stock on (i) the first trading day of the applicable offering period or (ii) the last trading day of each purchase period in the applicable offering period. If the stock price of our Class A common stock on any purchase date in an offering period is lower than the stock price on the enrollment date of that offering period, the offering period will immediately reset after the purchase of shares on such purchase date and automatically roll into a new offering period.

During the fiscal year ended July 31, 2024, 1.9 million shares of common stock were purchased under the 2016 ESPP for an aggregate amount of \$47.3 million. As of July 31, 2024, 10.7 million shares were available for future issuance under the 2016 ESPP.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We use the Black-Scholes option pricing model to determine the fair value of shares purchased under the 2016 ESPP with the following weighted average assumptions on the date of grant:

	Fiscal Year Ended July 31,		
	2022	2023	2024
Expected term (in years)	0.81	0.74	0.78
Risk-free interest rate	1.0%	4.3%	5.1%
Volatility	43.3%	59.8%	47.2%
Dividend yield	—%	—%	—%

Stock-Based Compensation

Total stock-based compensation expense recognized in our consolidated statements of operations is as follows:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Cost of revenue:			
Product	\$ 7,379	\$ 7,966	\$ 6,822
Support, entitlements and other services	30,846	26,611	27,285
Sales and marketing	104,592	82,758	80,190
Research and development	143,759	139,073	156,784
General and administrative	56,670	55,337	62,752
Total stock-based compensation expense	<u>\$ 343,246</u>	<u>\$ 311,745</u>	<u>\$ 333,833</u>

As of July 31, 2024, unrecognized stock-based compensation expense related to outstanding stock awards was approximately \$553.8 million and is expected to be recognized over a weighted average period of approximately 2.3 years.

NOTE 10. RESTRUCTURING CHARGES

In August 2022, we announced a plan to reduce our global headcount by approximately 270 employees, which represented approximately 4% of our total employees, following a review of our business structure and after taking other cost-cutting measures to reduce expenses. This headcount reduction was part of our efforts to drive toward profitable growth.

As of July 31, 2024, we recognized total restructuring charges of approximately \$16.3 million, which consisted primarily of one-time severance and other termination benefit costs directly related to this reduction in force. Of the approximately \$16.3 million recognized, \$0.4 million is included within support, entitlements and other services cost of revenue, \$13.4 million is included within sales and marketing expense, \$2.3 million is included within research and development expense, and \$0.2 million is included within general and administrative expense on our consolidated statements of operations.

During the fiscal year ended July 31, 2023, we recognized restructuring charges of approximately \$5.3 million and made cash payments of approximately \$15.8 million. During the fiscal year ended July 31, 2024, we did not incur any charges and made cash payments of approximately \$0.4 million. As of July 31, 2024, we had no remaining restructuring liability.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 11. NET INCOME (LOSS) PER SHARE

We adopted ASU 2020-06 on August 1, 2021 using the modified retrospective method, applicable to our convertible senior notes outstanding as of adoption. We have not changed any previously disclosed amounts or provided additional disclosures for comparative periods. ASU 2020-06 requires the if-converted method to be applied for all convertible instruments when calculating diluted earnings per share. Under the if-converted method, shares related to our convertible senior notes, to the extent dilutive, are assumed to be converted into common stock at the beginning of the period.

Basic net income (loss) per share is computed using the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by giving effect to potentially dilutive common stock equivalents outstanding during the period, as their effect would be dilutive. Potentially dilutive common shares include shares issuable upon the exercise of stock options, the vesting of RSUs, each purchase under the 2016 ESPP, and common stock issuable upon the conversion of convertible debt under the if-converted method.

In loss periods, basic net loss per share and diluted net loss per share are the same, as the effect of potential common shares is antidilutive and therefore excluded.

Effective January 3, 2022, all of our then outstanding shares of Class B common stock, par value \$0.000025 per share, were automatically converted into the same number of shares of the Company's Class A common stock, par value \$0.000025 per share, pursuant to the terms of our Amended and Restated Certificate of Incorporation. Prior to this conversion, the rights, including the liquidation and dividend rights, of the holders of our Class A and Class B common stock were identical, except with respect to voting. As the liquidation and dividend rights were identical, our undistributed earnings or losses were allocated on a proportionate basis among the holders of both Class A and Class B common stock. As a result, the net income (loss) per share attributed to common stockholders was the same for both Class A and Class B common stock on an individual or combined basis.

The computation of basic and diluted net loss per share attributable to common stockholders is as follows:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands, except per share data)		
Numerator:			
Net loss	\$ (798,946)	\$ (254,560)	\$ (124,775)
Denominator:			
Weighted average shares, basic and diluted	220,529	233,247	244,743
Net loss per share attributable to common stockholders, basic and diluted	\$ (3.62)	\$ (1.09)	\$ (0.51)

The following shares of common stock were excluded from the computation of diluted net loss per share for the periods presented, as their effect would have been antidilutive:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Outstanding stock options and RSUs	23,825	25,820	22,433
Employee stock purchase plan	2,511	1,122	1,148
Common stock issuable upon the conversion of convertible notes	39,968	38,700	39,423
Total	<u>66,304</u>	<u>65,642</u>	<u>63,004</u>

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Shares that will be issued in connection with our stock awards and shares that will be purchased under the employee stock purchase plan are generally automatically converted into shares of our Class A common stock. Common stock issuable upon the conversion of convertible notes represents the antidilutive impact of the 2023 Notes, 2026 Notes and 2027 Notes under the if-converted method.

NOTE 12. INCOME TAXES

Income Taxes

Loss before provision for income taxes by fiscal year consisted of the following:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Domestic	\$ (834,915)	\$ (294,093)	\$ (167,745)
Foreign	55,233	60,508	66,427
Loss before provision for income taxes	<u>\$ (779,682)</u>	<u>\$ (233,585)</u>	<u>\$ (101,318)</u>

Provision for income taxes by fiscal year consisted of the following:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
Current:			
U.S. federal	\$ 13	\$ (568)	\$ —
State and local	77	623	2,052
Foreign	21,578	21,952	23,925
Total current taxes	<u>21,668</u>	<u>22,007</u>	<u>25,977</u>
Deferred:			
U.S. federal	23	24	24
State and local	—	—	—
Foreign	(2,427)	(1,056)	(2,544)
Total deferred taxes	<u>(2,404)</u>	<u>(1,032)</u>	<u>(2,520)</u>
Provision for income taxes	<u>\$ 19,264</u>	<u>\$ 20,975</u>	<u>\$ 23,457</u>

The income tax provision differs from the amount of income tax determined by applying the applicable U.S. federal statutory income tax rate of 21% to pre-tax loss. The reconciliation of the statutory federal income tax and our effective income tax is as follows:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
U.S. federal income tax at statutory rate	\$ (163,734)	\$ (49,053)	\$ (21,277)
Change in valuation allowance	117,588	71,157	115,826
Non-deductible item on fair value remeasurement of derivative liability	41,589	—	—
Stock-based compensation	14,462	8,767	(47,632)
Effect of foreign operations	10,544	(4,896)	(2,553)
Research and development tax credits	(9,455)	(17,500)	(30,076)
Non-deductible expenses	6,646	5,090	4,704
Change in unrecognized tax benefit	655	1,840	2,840
State income taxes	77	623	2,052
Tax impact of Frame divestiture	—	4,569	—
Other	892	378	(427)
Total	<u>\$ 19,264</u>	<u>\$ 20,975</u>	<u>\$ 23,457</u>

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the fiscal years ended July 31, 2022, 2023 and 2024, our provision for income taxes was primarily attributable to foreign tax provisions in certain foreign jurisdictions in which we conduct business.

The temporary differences that give rise to significant portions of deferred tax assets and liabilities are as follows:

	As of July 31,	
	2023	2024
	(in thousands)	
Deferred tax assets:		
Net operating loss carryforward	\$ 606,483	\$ 532,559
Tax credit carryforward	229,429	292,546
Capitalized research expenses	128,169	241,194
Deferred revenue	175,975	179,093
Leases	28,587	35,416
Accruals and reserves	23,631	25,065
Stock-based compensation	17,028	17,221
Intangibles and goodwill	8,499	8,447
Property and equipment	4,043	4,302
Interest expense carryforward	5,166	—
Other assets	24,347	22,631
Total deferred tax assets	1,251,357	1,358,474
Deferred tax liabilities:		
Deferred commission expense	(84,421)	(84,409)
Leases	(30,153)	(36,100)
Prepaid expenses	(1,966)	(2,249)
Intangibles and goodwill	(1,258)	(1,394)
Property and equipment	(1,362)	(1,359)
Convertible notes	(31,207)	—
Other	(11,808)	(14,075)
Total deferred tax liabilities	(162,175)	(139,586)
Valuation allowance	(1,078,355)	(1,205,780)
Net deferred tax assets	<u>\$ 10,827</u>	<u>\$ 13,108</u>

Management believes that based on available evidence, both positive and negative, it is more likely than not that the U.S. deferred tax assets will not be utilized and as such, a full valuation allowance has been recorded.

The valuation allowance for deferred tax assets was \$1.2 billion as of July 31, 2024. The net increase in the total valuation allowance for the fiscal years ended July 31, 2023 and 2024 was \$75.8 million and \$127.4 million, respectively.

As of July 31, 2024, we had approximately \$2.4 billion of federal net operating loss carryforwards and \$1.6 billion of state net operating loss carryforwards available to reduce future taxable income, which will begin to expire in fiscal 2024. In addition, we had approximately \$177.1 million of federal research credit carryforwards, \$131.3 million of state research credit carryforwards and \$48.2 million of foreign tax credit carryforwards available to reduce future tax liability. The federal credits will begin to expire in fiscal 2030 and the state credits can be carried forward indefinitely. The foreign credits will begin to expire in fiscal 2029.

Utilization of the net operating loss and tax credit carryforwards may be subject to an annual limitation due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. Any annual limitation may result in the expiration of net operating losses and credits before utilization. If an ownership change occurred, utilization of the net operating loss and tax credit carryforwards could be significantly reduced.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of July 31, 2024, we held an aggregate of \$299.9 million in cash and cash equivalents in our foreign subsidiaries, of which \$137.5 million was denominated in U.S. dollars. We attribute net revenue, costs and expenses to domestic and foreign components based on the terms of our agreements with our subsidiaries. We do not provide for federal income taxes on the undistributed earnings of our foreign subsidiaries, as such earnings are to be reinvested offshore indefinitely. It is not practical to estimate the withholding tax liability if these earnings were to be repatriated.

We recognize uncertain tax positions in our financial statements if that position will more likely than not be sustained on audit, based on the technical merits of the position. A reconciliation of our unrecognized tax benefits, excluding accrued interest and penalties, is as follows:

	Fiscal Year Ended July 31,	
	2023	2024
	(in thousands)	
Balance at the beginning of the year	\$ 90,673	\$ 95,862
Increases related to current year tax positions	4,635	7,595
Increases related to prior year tax positions	1,616	425
Decreases related to prior year tax positions	(29)	(932)
Lapse of statute of limitations/Settlements/Other	(1,033)	(303)
Balance at the end of the year	\$ 95,862	\$ 102,647

During the fiscal year ended July 31, 2024, the net increase in unrecognized tax positions was primarily attributable to federal and state research and development credits and intercompany charges.

As of July 31, 2024, if uncertain tax positions are fully recognized in the future, it would result in a \$17.1 million impact to our effective tax rate, primarily relating to positions in foreign jurisdictions, and the remaining amount would result in adjustments to deferred tax assets and corresponding adjustments to the valuation allowance.

We recognize interest and/or penalties related to income tax matters as a component of income tax expense. As of July 31, 2024, we had recognized \$9.5 million of accrued interest and penalties related to uncertain tax positions.

We file income tax returns in the U.S. federal jurisdiction as well as various U.S. states and foreign jurisdictions. The tax years 2009 and forward remain open to examination by the major jurisdictions in which we are subject to tax. These fiscal years outside the normal statute of limitation remain open to audit by tax authorities due to tax attributes generated in those early years, which have been carried forward and may be audited in subsequent years when utilized. We are subject to the continuous examination of income tax returns by various tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of the provision for income taxes. We believe that adequate amounts have been reserved for any adjustments that may ultimately result from these examinations. We do not anticipate a significant impact to the gross unrecognized tax benefits within the next 12 months related to these years.

NUTANIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 13. SEGMENT INFORMATION

Our chief operating decision maker is a group which is comprised of our Chief Executive Officer and Chief Financial Officer. This group reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. Accordingly, we have a single reportable segment.

The following table sets forth revenue by geographic location based on bill-to location:

	Fiscal Year Ended July 31,		
	2022	2023	2024
	(in thousands)		
U.S.	\$ 887,141	\$ 1,039,294	\$ 1,189,213
Europe, the Middle East and Africa	374,186	471,367	563,281
Asia Pacific	274,373	309,138	348,952
Other Americas	45,096	43,096	47,370
Total revenue	<u>\$ 1,580,796</u>	<u>\$ 1,862,895</u>	<u>\$ 2,148,816</u>

The following table sets forth long-lived assets, which primarily include property and equipment, net, by geographic location:

	As of July 31,	
	2023	2024
	(in thousands)	
United States	\$ 78,404	\$ 102,873
International	33,461	33,307
Total long-lived assets	<u>\$ 111,865</u>	<u>\$ 136,180</u>

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")), as of the end of the period covered by this Annual Report on Form 10-K. Based on our management's evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were, in design and operation, effective at the reasonable assurance level as of July 31, 2024.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and Rule 15d-15(f) of the Exchange Act. Internal control over financial reporting consists of policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) are designed and operated to provide reasonable assurance regarding the reliability of our financial reporting and our process for the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management evaluated the effectiveness of our internal control over financial reporting using the criteria set forth in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework"). Based on our management's evaluation, our management concluded that our internal control over financial reporting was effective as of July 31, 2024.

The effectiveness of our internal control over financial reporting as of July 31, 2024 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which appears below.

Remediation of Prior Material Weakness

As initially disclosed in our Annual Report on Form 10-K/A filed with the SEC on May 24, 2023, our management previously identified a material weakness in our internal control over financial reporting related to design deficiencies in the information and communication component of the COSO Framework that also impacted the design and operating effectiveness of elements of the risk assessment and other components. Management has since completed implementation of all of the remedial measures outlined in its remediation plan as well as testing of the applicable remediated controls.

Limitations on the Effectiveness of Controls

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements and projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control over Financial Reporting

Except for the changes related to the remediation of the previously identified material weakness noted above, there was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Nutanix, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Nutanix, Inc. and subsidiaries (the “Company”) as of July 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of July 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended July 31, 2024, of the Company and our report dated September 19, 2024, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

September 19, 2024

Item 9B. Other Information

During the three months ended July 31, 2024, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to our definitive proxy statement for our 2024 annual meeting of stockholders ("2024 Proxy Statement"), which will be filed not later than 120 days after the end of our fiscal year ended July 31, 2024.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Consolidated Financial Statements

We have filed the consolidated financial statements listed in the Index to Consolidated Financial Statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

(a)(2) Financial Statement Schedules

All financial statement schedules have been omitted because they are not applicable, not material, or the required information is shown in the consolidated financial statements or the notes thereto.

(a)(3) Exhibits

See the Exhibit Index below in this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>		
3.1	Complete copy of the Amended and Restated Certificate of Incorporation, as amended, consisting of (i) the Amended and Restated Certificate of Incorporation filed on December 9, 2022 and (ii) the Certificate of Amendment filed on December 8, 2023.	10-Q	001-37883	3.1	3/7/2024	
3.2	Amended and Restated Bylaws.	8-K	001-37883	3.1	10/7/2022	
3.3	Certificate of Retirement of Class B Common Stock.	8-K	001-37883	3.1	1/4/2022	
4.1	Amended and Restated Investors' Rights Agreement, dated as of August 26, 2014, as amended, by and among the Registrant and certain of its stockholders.	S-1	333-208711	4.1	12/22/2015	
4.2	Specimen Class A Common Stock Certificate of the Registrant.	S-1/A	333-208711	4.2	4/4/2016	
4.3	Form of Warrant to Purchase Shares of Capital Stock by and between the Registrant and certain of its investors.	S-1	333-208711	4.3	12/22/2015	
4.4	Description of Class A Common Stock.	10-K	001-37883	4.4	9/21/2023	
4.5	Indenture, dated as of September 24, 2020, by and between the Registrant and U.S. Bank National Association, as Trustee.	8-K	001-37883	4.1	9/24/2020	
4.6	Form of 2.5% Convertible Senior Notes due 2026 (included in Exhibit 4.5).	8-K	001-37883	4.2	9/24/2020	
4.7	Indenture, dated as of September 22, 2021, by and between the Registrant and U.S. Bank National Association, as Trustee.	8-K	001-37883	4.1	9/23/2021	
4.8	Form of 0.25% Convertible Senior Notes due 2027 (included in Exhibit 4.7).	8-K	001-37883	4.2	9/23/2021	
10.1	Form of Indemnification Agreement by and between the Registrant and each of its directors and executive officers.	10-Q	001-37883	10.1	6/3/2021	
10.2+	Second Amended and Restated Outside Director Compensation Policy.	10-K	001-37883	10.2	9/21/2021	
10.3+	First Amendment to Second Amended and Restated Outside Director Compensation.	10-Q	001-37883	10.1	6/2/2022	
10.4+	Second Amendment to Second Amended and Restated Outside Director Compensation.	10-Q	001-37883	10.1	12/7/2022	
10.5+	2010 Stock Plan and forms of equity agreements thereunder.	S-1/A	333-208711	10.2	8/16/2016	
10.6+	2011 Stock Plan and forms of equity agreements thereunder.	S-1	333-208711	10.3	12/22/2015	
10.7+	2016 Equity Incentive Plan and forms of equity agreements thereunder.	S-1/A	333-208711	10.4	9/19/2016	
10.8+	Form of Global Restricted Stock Unit Agreement for Performance-Based Restricted Stock Units (Fiscal Year 2022) under the 2016 Equity Incentive Plan.	10-Q	001-37883	10.2	12/2/2021	
10.9+	Form of Global Restricted Stock Unit Agreement for Performance-Based Restricted Stock Units (Fiscal Year 2023) under the 2016 Equity	10-K	001-37883	10.8	9/21/2022	

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>				<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>			
	Incentive Plan.						
10.10+	Form of Global Restricted Stock Unit Agreement for Performance-Based Restricted Stock Units (Fiscal Year 2024) under the 2016 Equity Incentive Plan.	10-K	001-37883	10.10	9/21/2023		
10.11+	Form of Global Restricted Stock Unit Agreement for Performance-Based Restricted Stock Units (Fiscal Year 2025) under the 2016 Equity Incentive Plan.						X
10.12+	Amended and Restated 2016 Employee Stock Purchase Plan and forms of equity agreements thereunder.	10-Q	001-37883	10.1	5/24/2023		
10.13+	Executive Incentive Compensation Plan.	S-1	333-208711	10.14	12/22/2015		
10.14+	Offer Letter, dated as of December 7, 2020, by and between Nutanix, Inc. and Rajiv Ramaswami.	8-K	001-37883	10.1	12/9/2020		
10.15+	Offer Letter, dated as of April 10, 2022, by and between the Registrant and Rukmini Sivaraman.	8-K	001-37883	10.1	4/12/2022		
10.16+	Offer Letter, dated as of October 17, 2011, by and between the Registrant and David Sangster.	S-1	333-208711	10.11	12/22/2015		
10.17+	Offer Letter, dated as of November 20, 2017, by and between the Registrant and Tyler Wall.	10-Q	001-37883	10.1	3/15/2018		
10.18+	Form of Global Restricted Stock Unit Agreement for the Stock Price Performance-Based Restricted Stock Units.	8-K	001-37883	10.1	1/9/2024		
10.19+††	Form of Global Restricted Stock Unit Agreement for the Operational Metrics Performance-Based Restricted Stock Units.	8-K	001-37883	10.2	1/9/2024		
10.20+	Transition Agreement and Release, dated as of February 7, 2024, by and between the Registrant and Tyler Wall.	10-Q	001-37883	10.3	3/7/2024		
10.21+	Offer Letter, dated as of April 29, 2024, by and between the Registrant and Brian Martin.						X
10.22+	Senior Advisor Agreement, dated as of September 3, 2024, by and between the Registrant and David Sangster.						X
10.23+	Change of Control and Severance Policy.	10-K	001-37883	10.16	9/21/2022		
10.24+	Executive Severance Policy.	10-K	001-37883	10.17	9/21/2021		
10.25†	Original Equipment Manufacturer (OEM) Purchase Agreement, dated as of May 16, 2014, by and among the Registrant, Nutanix Netherlands B.V. and Super Micro Computer Inc., as amended by Amendment One to Original Equipment Manufacturer (OEM) Purchase Agreement, dated as of November 13, 2017 and Amendment Two to Original Equipment Manufacturer (OEM) Purchase Agreement dated as of October 31, 2018.	10-Q	001-37883	10.2	6/5/2019		
10.26††	Amendment Two to Original Equipment Manufacturer (OEM) Purchase Agreement, dated as of October 31, 2018, by and between the Registrant and Super Micro Computer, Inc.	10-Q	001-37883	10.1	6/10/2024		
10.27	Participation Agreement to the Original	10-Q	001-37883	10.5	12/5/2019		

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>		
	Equipment Manufacturer Purchase Agreement, entered into as of September 26, 2019, by and between the Registrant, Nutanix Netherlands B.V. and Super Micro Computer, Inc.					
10.28†	Amendment Three to Original Equipment Manufacturer (OEM) Purchase Agreement, dated as of December 20, 2020, by and between the Registrant and Super Micro Computer Inc.	10-Q	001-37883	10.1	3/4/2021	
10.29†	Amendment Four to Original Equipment Manufacturer (OEM) Purchase Agreement, dated as of November 5, 2021, by and between the Registrant and Super Micro Computer Inc.	10-Q	001-37883	10.1	3/10/2022	
10.30	Office Lease, dated as of August 5, 2013, as amended to date, by and between the Registrant and CA-1740 Technology Drive Limited Partnership.	S-1/A	333-208711	10.15	8/16/2016	
10.31	Office Lease, dated as of April 23, 2014, as amended to date, by and between the Registrant and CA-Metro Plaza Limited Partnership.	S-1/A	333-208711	10.16	8/16/2016	
10.32	Sixth Amendment to the Office Lease dated as of January 29, 2018, by and between the Registrant and Hudson 1740 Technology, LLC.	10-Q	001-37883	10.1	6/12/2018	
10.33	Seventh Amendment to the Office Lease dated as of April 4, 2018, by and between the Registrant and Hudson 1740 Technology, LLC.	10-Q	001-37883	10.2	6/12/2018	
10.34	Eighth Amendment to the Office Lease, dated as of November 23, 2020, by and between the Registrant and Hudson 1740 Technology, LLC.	10-Q	001-37883	10.3	12/3/2020	
10.35	Ninth Amendment to the Office Lease dated as of August 23, 2021, by and between the Registrant and Hudson 1740 Technology, LLC.	10-Q	001-37883	10.1	12/2/2021	
10.36	Tenth Amendment to the Office Lease dated as of May 18, 2022, by and between the Registrant and Hudson 1740 Technology, LLC.	10-Q	001-37883	10.3	6/2/2022	
10.37	Eleventh Amendment to the Office Lease dated as of June 28, 2022, by and between the Registrant and Hudson 1740 Technology, LLC.	10-K	001-37883	10.34	9/21/2022	
10.38	Twelfth Amendment to the Office Lease dated as of August 31, 2022, by and between the Registrant and Hudson 1740 Technology, LLC.	10-K	001-37883	10.35	9/21/2022	
10.39	Thirteenth Amendment to the Office Lease dated as of November 16, 2023, by and between the Registrant and Hudson 1740 Technology, LLC.	10-Q	001-37883	10.1	12/7/2023	
10.40	Fourth Amendment to the Office Lease dated as of April 4, 2018, by and between the Registrant and Hudson Metro Plaza, LLC.	10-Q	001-37883	10.3	6/12/2018	
10.41	Fifth Amendment to the Office Lease dated as of October 1, 2018, by and between the Registrant and Hudson Metro Plaza, LLC.	10-Q	001-37883	10.1	12/10/2018	
10.42	Sixth Amendment to the Office Lease dated as of April 5, 2019, by and between the Registrant and Hudson Metro Plaza, LLC.	10-K	001-37883	10.28	9/24/2019	

Incorporated by Reference

<u>Number</u>	<u>Exhibit Title</u>	<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
10.43	Seventh Amendment to the Office Lease dated as of April 25, 2019, by and between the Registrant and Hudson Metro Plaza, LLC.	10-K	001-37883	10.29	9/24/2019	
10.44††	Eighth Amendment to the Office Lease, dated as of September 17, 2019, by and between the Registrant and Hudson Metro Plaza, LLC.	10-Q	001-37883	10.1	12/5/2019	
10.45	Ninth Amendment to the Office Lease, dated as of November 23, 2020, by and between the Registrant and Hudson Metro Plaza, LLC.	10-Q	001-37883	10.5	12/3/2020	
10.46	Tenth Amendment to the Office Lease, dated as of June 28, 2022, by and between the Registrant and Hudson Metro Plaza, LLC.	10-K	001-37883	10.42	9/21/2022	
10.47	Eleventh Amendment to the Office Lease, dated as of August 31, 2022, by and between the Registrant and Hudson Metro Plaza, LLC.	10-K	001-37883	10.43	9/21/2022	
10.48	Office Lease, dated as of April 4, 2018, by and between the Registrant and Hudson Concourse, LLC.	10-Q	001-37883	10.4	6/12/2018	
10.49††	First Amendment to the Office Lease dated as of September 5, 2018, by and between the Registrant and the Hudson Concourse, LLC.	10-K	001-37883	10.31	9/24/2019	
10.50	Office Lease for 1741 Technology Dr., dated as of September 5, 2018, by and between the Registrant and Hudson Concourse, LLC.	10-Q	001-37883	10.2	12/10/2018	
10.51	First Amendment to the Office Lease, dated as of October 22, 2019, by and between the Registrant and Hudson Concourse, LLC.	10-Q	001-37883	10.2	12/5/2019	
10.52††	Confirmation Letter, dated as of November 12, 2019, relating to the Office Lease by and between the Registrant and Hudson Concourse, LLC.	10-Q	001-37883	10.3	12/5/2019	
10.53	Second Amendment to the Office Lease, dated as of November 23, 2020, by and between the Registrant and Hudson Concourse, LLC.	10-Q	001-37883	10.4	12/3/2020	
10.54	Third Amendment to the Office Lease, dated as of April 30, 2022, by and between the Registrant and Hudson Concourse, LLC.	10-K	001-37883	10.50	9/21/2022	
10.55	Fourth Amendment to the Office Lease, dated as of June 15, 2022, by and between the Registrant and Hudson Concourse, LLC.	10-K	001-37883	10.51	9/21/2022	
10.56	Fifth Amendment to the Office Lease, dated as of July 28, 2022, by and between the Registrant and Hudson Concourse, LLC.	10-K	001-37883	10.52	9/21/2022	
10.57	Investment Agreement, dated as of August 26, 2020, by and among Nutanix, Inc. and BCPE Nucleon (DE) SPV, LP.	8-K	001-37883	10.1	8/27/2020	
10.58	Amendment to Investment Agreement, dated as of September 24, 2020, by and between the Registrant and BCPE Nucleon (DE) SPV, LP.	8-K	001-37883	10.1	9/24/2020	
19.1	Insider Trading Policy.					X
21.1	List of significant subsidiaries of the Registrant.					X
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.					X

Incorporated by Reference

Number	Exhibit Title	Form	File No.	Exhibit	Filing Date	Filed Herewith
24.1	Power of Attorney (included on the Signatures page of this Annual Report on Form 10-K).					X
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14a and 15d-14a, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14a and 15d-14a, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*					X
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*					X
97.1	Compensation Recovery Policy.					X
101.INS	Inline XBRL Instance Document.					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.	Inline XBRL Taxonomy Extension Definition.					X
101.	Inline XBRL Taxonomy Extension Label Linkbase					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)					X

† Confidential treatment has been requested for portions of this exhibit. These portions have been omitted and have been filed separately with the Securities and Exchange Commission.

†† Certain confidential information contained in this Exhibit was omitted by means of marking such portions with brackets because the identified confidential information is both (i) not material and (ii) the type of information that the registrant treats as private or confidential.

* These exhibits are furnished with this Annual Report on Form 10-K and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of Nutanix, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filings.

+Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NUTANIX, INC.

Date: September 19, 2024

By: /s/ Rajiv Ramaswami

Rajiv Ramaswami
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rajiv Ramaswami and Rukmini Sivaraman, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rajiv Ramaswami</u> Rajiv Ramaswami	President and Chief Executive Officer <i>(Principal Executive Officer)</i>	September 19, 2024
<u>/s/ Rukmini Sivaraman</u> Rukmini Sivaraman	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 19, 2024
<u>/s/ Craig Conway</u> Craig Conway	Director	September 19, 2024
<u>/s/ Max de Groen</u> Max de Groen	Director	September 19, 2024
<u>/s/ Virginia Gambale</u> Virginia Gambale	Director	September 19, 2024
<u>/s/ Steven J. Gomo</u> Steven J. Gomo	Director	September 19, 2024
<u>/s/ David Humphrey</u> David Humphrey	Director	September 19, 2024
<u>/s/ Gayle Sheppard</u> Gayle Sheppard	Director	September 19, 2024
<u>/s/ Brian M. Stevens</u> Brian M. Stevens	Director	September 19, 2024
<u>/s/ Mark Templeton</u> Mark Templeton	Director	September 19, 2024

Board of Directors

Rajiv Ramaswami

Craig Conway

Max de Groen

Virginia Gambale

Steven J. Gomo

David Humphrey

Gayle Sheppard

Brian Stevens

Mark Templeton

Nutanix Executive Officers

Rajiv Ramaswami

President and Chief Executive Officer

Rukmini Sivaraman

Chief Financial Officer

David Sangster

Chief Operating Officer

Brian Martin

Chief Legal Officer

Nutanix Corporate Headquarters

1740 Technology Drive, Suite 150

San Jose, CA 95110

(408) 216-8360

(408) 890-4833

www.nutanix.com

Investor Relations

Richard Valera

Vice President, Investor Relations

ir@nutanix.com

You may also reach us by visiting the investor relations portion of our website at: ir.nutanix.com

Our Class A common stock trades on The Nasdaq Global Select Market under the ticker symbol NTNX.

Registrar and Transfer Agent

For questions regarding stockholder accounts or changes of address, please contact our transfer agent Computershare Trust Company, N.A.

By regular mail:

Computershare

P.O. Box 43078

Providence, RI 02940-3078

By overnight/courier delivery:

Computershare

150 Royall Street, Suite 101

Canton, MA 02021

NUTANIX

©2024 Nutanix, Inc. All rights reserved. Nutanix, the Nutanix logo and all Nutanix product and service names mentioned herein are registered trademarks or unregistered trademarks of Nutanix, Inc. in the United States and other countries. Other brand names or marks mentioned herein are for identification purposes only and may be the trademarks of their respective holder(s).

Nutanix is a global leader in cloud software, offering organizations a single platform for running applications and managing data, anywhere. With Nutanix, companies can reduce complexity and simplify operations, freeing them to focus on their business outcomes. Building on its legacy as the pioneer of hyperconverged infrastructure, Nutanix is trusted by companies worldwide to power hybrid multicloud environments consistently, simply, and cost-effectively.

NUTANIX