

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**December 17, 2018**

**NUTANIX, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-37883**

(Commission File Number)

**27-0989767**

(IRS Employer Identification No.)

**1740 Technology Drive, Suite 150  
San Jose, California 95110**

(Address of principal executive offices, including zip code)

**(408) 216-8360**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

**Item 5.07. Submission of Matters to a Vote on Security Holders.**

On December 17, 2018, Nutanix, Inc. (the "Company") held its 2018 Annual Meeting of Stockholders. The following proposals were voted upon and the final voting results with respect to each such proposal are set forth below:

*Proposal 1. Election of Directors.* The Company's stockholders elected the following Class II director nominees to serve until the annual meeting of stockholders to take place after the end of the fiscal year ending July 31, 2021, and until their respective successors are duly elected and qualified:

| <b><u>Nominee</u></b> | <b><u>For</u></b> | <b><u>Withheld</u></b> | <b><u>Broker Non-Votes</u></b> |
|-----------------------|-------------------|------------------------|--------------------------------|
| Craig Conway          | 390,603,339       | 15,581,095             | 42,780,746                     |
| Michael P. Scarpelli  | 391,386,522       | 14,797,912             | 42,780,746                     |

*Proposal 2. Ratification of the Appointment of Independent Registered Public Accounting Firm for the Fiscal Year Ending July 31, 2019.* The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2019.

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> |
|-------------------|-----------------------|-----------------------|
| 448,641,807       | 259,775               | 63,598                |

*Proposal 3. Approval, on a non-binding advisory basis, of the compensation of the Company's Named Executive Officers.* The Company's stockholders approved, on a non-binding advisory basis, the compensation of the Company's Named Executive Officers.

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
|-------------------|-----------------------|-----------------------|--------------------------------|
| 400,389,253       | 5,672,194             | 122,987               | 42,780,746                     |

*Proposal 4. Approval, on a non-binding advisory basis, of the frequency of future stockholder advisory votes on the compensation of the Company's Named Executive Officers.* The Company's stockholders approved, on a non-binding advisory basis, to hold future stockholder advisory votes on the compensation of the Company's Named Executive Officers every one year.

| <b><u>1 Year</u></b> | <b><u>2 Years</u></b> | <b><u>3 Years</u></b> | <b><u>4 Years</u></b> | <b><u>Broker Non-Votes</u></b> |
|----------------------|-----------------------|-----------------------|-----------------------|--------------------------------|
| 404,681,797          | 1,053,640             | 317,185               | 131,812               | 42,780,746                     |

No other matters were submitted for stockholder action at the 2018 Annual Meeting of Stockholders.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **NUTANIX, INC.**

Date: December 18, 2018

By: /s/ Duston M. Williams  
Duston M. Williams  
Chief Financial Officer  
(Principal Financial Officer and Principal  
Accounting Officer)