

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Ting Howard</u> (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DRIVE, SUITE 150</u> (Street) <u>SAN JOSE CA 95110</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2017</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 03/22/2017 | | J ⁽¹⁾ | | 365,000 | A | (1) | 365,000 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock | (1) | 03/22/2017 | | J ⁽¹⁾ | | | 365,000 | (1) | (1) | Class A Common Stock | 365,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$0.05 | 03/22/2017 | | J ⁽²⁾ | | | 10,000 | (3) | 04/13/2021 | Class B Common Stock | 10,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$0.05 | 03/22/2017 | | J ⁽²⁾ | | 10,000 | | (3) | 04/13/2021 | Class A Common Stock | 10,000 | \$0 | 10,000 | D | |
| Employee Stock Option (right to buy) | \$1.22 | 03/22/2017 | | J ⁽²⁾ | | 300,000 | | (4) | 11/15/2022 | Class B Common Stock | 300,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$1.22 | 03/22/2017 | | J ⁽²⁾ | | 300,000 | | (4) | 11/15/2022 | Class A Common Stock | 300,000 | \$0 | 600,000 | D | |
| Employee Stock Option (right to buy) | \$3.2 | 03/22/2017 | | J ⁽²⁾ | | 200,000 | | (5) | 05/19/2024 | Class B Common Stock | 200,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$3.2 | 03/22/2017 | | J ⁽²⁾ | | 200,000 | | (5) | 05/19/2024 | Class A Common Stock | 200,000 | \$0 | 200,000 | D | |
| Restricted Stock Units | (6) | 03/22/2017 | | J ⁽⁷⁾ | | 150,000 | | (8) | (8) | Class B Common Stock | 150,000 | \$0 | 0 | D | |
| Restricted Stock Units | (6) | 03/22/2017 | | J ⁽⁷⁾ | | 150,000 | | (8) | (8) | Class A Common Stock | 150,000 | \$0 | 150,000 | D | |

Explanation of Responses:

- Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. The reporting person has elected to convert his shares of Class B common stock into Class A common stock.
- The reporting person has elected to convert the securities underlying his stock options from Class B common stock to Class A common stock.
- Shares subject to the option are fully vested and immediately exercisable.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on November 1, 2013 and 1/48th of the shares vest monthly thereafter.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in 36 equal monthly installments beginning on May 1, 2016.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer common stock.

7. The reporting person has elected to convert the securities underlying his RSUs from Class B common stock to Class A common stock.

8. The RSUs vest in 16 equal quarterly installments beginning on April 1, 2017.

Remarks:

/s/ Olive Huang, by power of
attorney

03/24/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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