Class B Common Stock

(6)

05/31/2017

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, I	D.C.	20549
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OMB	4 DDD Q\ /4 I	
OMR	APPROVAL	

OMB Number:	3235-0287
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nours per response:	0.5

Section obligat	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECTION 16. Filled pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940											ΗP	P OMB Number: 3235-0287 Estimated average burden hours per response: 0.5							
L. Name and Address of Reporting Person*  Mhatre Ravi						2. Issuer Name and Ticker or Trading Symbol Nutanix, Inc. [ NTNX ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner														
(Last) 2200 SA	(I ND HILL	First)		3. Date of Earliest Transaction (Month/Day/Year) 05/30/2017  Officer (give title below) below) below)											pecify					
(Street) MENLO	PARK (	ZA .	94025				dment, Date o	al Filed	d (Month/Day	6. Individual or Joint/Group Filing (Che Line)  X Form filed by One Reporting Form filed by More than One					Person					
(City)	(:	State)	(Zip)																	
Table I - N  1. Title of Security (Instr. 3)		2. Transacti Date (Month/Day		2A. Exec if an	2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities		s Acquired (A) or of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Follow Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	rect Inc lirect Be 4) Ov	Nature of irect neficial mership				
								Code	v	Amount	(A (D	) or )	Price	Transaction(s (Instr. 3 and 4				str. 4)		
Class A Common Stock			05/3	30/2017	017		J <sup>(1)</sup>		4,631,33	31	D	(1)	0	0 I		Ve Pa	ghtspeed enture rtners I, L.P. <sup>(2)</sup>			
Class A (	Common St	ock	05/30/20							J <sup>(1)</sup>		1,192,55	58 A		(1)	1,192,558		I	Go Pa	ghtspeed eneral rtner VII, P. <sup>(2)(4)</sup>
Class A Common Stock 05/30/2		80/2017			J <sup>(5)</sup>		1,192,55	88	D	(5)	0		I	Go Pa	ghtspeed eneral rtner VII, P. <sup>(2)(4)</sup>					
Class A (	Common St	ock		05/3	30/2017			J <sup>(5)</sup>		177,858	3	A	(5)	397,56	2	D				
Class A Common Stock			05/31/2017				C <sup>(6)</sup>		3,007,71	.5	A	(6)	(6) 3,759,643		I		ghtspeed enture rtners II, L.P. <sup>(7)</sup>			
Class A (	Common St	ock		05/3	31/2017			C <sup>(6)</sup>		190,363	3	A	(6)	190,36	3	I	Ve Pa	ghtspeed enture rtners lect, L.P.		
Class A Common Stock													89,162	2	I	In	v: Mhatre vestments P - Fund			
			Table II	l - Der (e.g	ivative S	Secu calls	rities Acq , warrants	uired, , opti	Dis ons.	posed of,	or B	enefi ecuri	cially C	Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	d Date,	4. Transaction Code (Instr 8)	5. r. Se Ac or (D	Number of erivative scurities cquired (A) Disposed of (Instr. 3, 4 and 5)		Exerc ion Da	isable and	7. Title Securi Deriva	e and A ities Un itive Se 3 and 4	mount of derlying curity I)	8. Price of Derivative Security (Instr. 5)	deriva Securi Benefi Owned Follow Report Transa	ities icially d ving ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					1							Ar	mount or	1 1	(Instr.	4) `		1		

Date Exercisable

(6)

Code

C<sup>(6)</sup>

(A) (D)

3,007,715

Expiration Date

(6)

Title

Class A Common Stock

Amount or Number of Shares

3,007,715

(6)

11,441,783

Lightspeed Venture

Partners VIII, L.P. (7)(8)

	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. Transa Code ( 8)		Deri Sec Acq or D	umber of vative urities uired (A) visposed of (Instr. 3, 4	Expiration Date (Month/Day/Year) ) of 4  Date Expiration		e Securities Underlying			9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)			Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B Common Stock	(6)	05/31/2017		C <sup>(6)</sup>			190,363	(6)	(6)	Class A Common Stock	190,363	(6)	0	I	By Lightspeed Venture Partners Select, L.P. (9)(10)

## **Explanation of Responses:**

- 1. Represents in-kind distribution by Lightspeed Venture Partners VII, L.P. ("Lightspeed VII") without consideration to its partners (including LGP VII, the general partner of Lightspeed VII).
- 2. Lightspeed Ultimate General Partner VII, Ltd. is the sole general partner of Lightspeed General Partner VII, Ltd. is the sole general partner of Lightspeed VII. The individual directors of Lightspeed Ultimate General Partner VII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- 3. The shares are held of record by Lightspeed VII.
- 4. The shares are held of record by LGP VII.
- 5. Represents in-kind distribution by LGP VII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- 6. Represents conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock on a 1-for-1 basis. The convertibility of the Class B Common Stock has no expiration date.
- 7. Lightspeed Ultimate General Partner VIII, Ltd. is the sole general partner of Lightspeed General Partner VIII, L.P. ("LGP VIII"), which is the sole general partner of Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII"). The individual directors of Lightspeed Ultimate General Partner VIII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- 8. The shares are held of record by Lightspeed VIII.
- 9. Lightspeed Ultimate General Partner Select, Ltd. is the sole general partner of Lightspeed General Partner Select, L.P. ("LGP Select"), which is the sole general partner of Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). The individual directors of Lightspeed Ultimate General Partner Select, Ltd. are Christopher J. Schaepe, Barry Eggers, Jeremy Liew, Ravi Mhatre, Peter Nieh and John Vrionis. Messrs. Schaepe, Eggers, Liew, Mhatre, Nieh and Vrionis disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- 10. The shares are held of record by Lightspeed Select.
- 11. The shares are held of record by Mhatre Investments LP Fund 1. Mr. Mhatre serves as the trustee of the general partner of such entity.

<u>By: /s/ Ravi Mhatre</u> <u>06/01/2017</u>

\*\* Signature of Reporting Person Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.