

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Long Kenneth W III</u> (Last) (First) (Middle) C/O NUTANIX, INC. 1740 TECHNOLOGY DRIVE, SUITE 150 (Street) SAN JOSE CA 95110 (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>VP, Corporate Controller & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/14/2018		M		9,085	A	\$1.22	185,256	D	
Class A Common Stock	03/14/2018		M		22,917	A	\$3.2	208,173	D	
Class A Common Stock	03/14/2018		S		32,002	D	\$54.3609 ⁽¹⁾	176,171	D	
Class A Common Stock	03/15/2018		M		1,875	A	\$0	178,046	D	
Class A Common Stock	03/15/2018		M		3,125	A	\$0	181,171	D	
Class A Common Stock	03/16/2018		F		1,781 ⁽²⁾	D	\$53.7116	179,390	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
Employee Stock Option (right to buy)	\$1.22	03/14/2018		M			9,085	(3)	06/07/2023	Class A Common Stock	9,085	\$0	0	D	
Employee Stock Option (right to buy)	\$3.2	03/14/2018		M			22,917	(4)	05/19/2024	Class A Common Stock	22,917	\$0	24,827	D	
Restricted Stock Units	(5)	03/15/2018		M			1,875	(6)	(6)	Class A Common Stock	1,875	\$0	49,375	D	
Restricted Stock Units	(5)	03/15/2018		M			3,125	(7)	(7)	Class A Common Stock	3,125	\$0	46,875	D	

Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at sale prices ranging from \$54.33 to \$54.53. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
- Represents shares sold to cover the tax liability arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- The option was fully vested and exercisable on May 29, 2017.
- The option is subject to an early exercise provision and is immediately exercisable. The 100,000 total shares subject to the option vest in 36 equal monthly installments beginning on May 1, 2016.
- Each RSU represents a contingent right to receive one share of Issuer common stock.
- 1,875 RSUs shall vest and become issuable quarterly beginning on June 15, 2017 and ending on June 15, 2019 and 2,500 RSUs shall vest and become issuable quarterly beginning on April 1, 2018 ending on January 1, 2022, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.
- The 50,000 total RSUs vest in 16 equal quarterly installments beginning on March 15, 2018, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.

Remarks:

/s/ Olive Huang, by power of attorney 03/16/2018

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.