

**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)
January 28, 2022

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))

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

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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Gayle Sheppard to the Board of Directors

On and effective as of January 28, 2022, the Board of Directors (the "Board") of Nutanix, Inc. (the "Company") approved an increase in the size of the Board from eight to nine members and appointed Gayle Sheppard as a Class III director. Ms. Sheppard has not been named to any committee of the Board at this time. Based on the Board's review of Ms. Sheppard's independence and the Board's consideration of whether Ms. Sheppard (i) meets the objective tests for independence set forth in the listing rules of The Nasdaq Stock Market LLC and (ii) has a material relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, the Board determined that Ms. Sheppard is an independent director. There is no arrangement or understanding between Ms. Sheppard and any other persons pursuant to which Ms. Sheppard was selected as a director. Other than as disclosed herein, Ms. Sheppard does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Sheppard will receive the standard cash compensation and equity awards provided to the Company's non-employee directors for their service pursuant to the Company's Second Amended and Restated Outside Director Compensation Policy, which was filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2021 filed with the Securities and Exchange Commission (the "SEC") on September 21, 2021. In addition, Ms. Sheppard has entered into the Company's standard form of indemnification agreement for directors and executive officers, which was filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2021 filed with the SEC on June 3, 2021.

A copy of the Company's press release announcing Ms. Sheppard's appointment is attached hereto as Exhibit 99.1.

The information in Exhibit 99.1 attached to this Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Press release issued by Nutanix, Inc. on January 31, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

NUTANIX, INC.

Date: January 31, 2022

By: /s/ Duston M. Williams

Duston M. Williams

Chief Financial Officer

Nutanix Appoints Gayle Sheppard to its Board of Directors

Experienced Technology and Business Leader Brings Deep Cloud Experience to Board

SAN JOSE, CA. – January 31, 2022 – Nutanix (NASDAQ: NTNX), a leader in hybrid multicloud computing, today announced that it has added Gayle Sheppard to its board of directors, effective January 28, 2022.

“As Nutanix continues to break down cloud silos to create simplicity and flexibility for our customers in the hybrid multicloud world, Gayle’s insight and experience in our industry will be highly valuable,” said Rajiv Ramaswami, President and CEO of Nutanix. “Gayle’s knowledge of public cloud along with her experience in growing businesses at scale are a perfect fit for our business. I very much look forward to working with her and will benefit from her counsel.”

Gayle Sheppard currently serves as Corporate Vice President and Head of Global Expansion and Digital Transformation for Microsoft Cloud and AI, where she is 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.

“Nutanix has their finger on the pulse of what customers want, the technology to fill the market need and the track record to deliver,” said Sheppard. “I am inspired by their customer loyalty and am truly looking forward to working with Rajiv and the rest of the Nutanix team to continue to build on their market leadership.”

Prior to her current role, Sheppard served as 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, and held various leadership positions at Saffron Technology, Inc., Peoplesoft, Inc., Katera Technologies, Inc. and J.D. Edwards, Inc. She has founded, created, or contributed to start-up and Fortune 100 companies focused on Artificial Intelligence platforms, solutions in business and consumer markets, and digitization of business in a wide variety of industries. Sheppard is a graduate of the University of South Florida, where she received a B.S. in Business Administration with a focus in operations research and management science.

About Nutanix

Nutanix is a global leader in cloud software and a pioneer in hyperconverged infrastructure solutions, making clouds invisible, freeing customers to focus on their business outcomes. Organizations around the world use Nutanix software to leverage a single platform to manage any app at any location for their hybrid multicloud environments. Learn more at www.nutanix.com or follow us on social media @nutanix.

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