

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)

October 27, 2017

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))

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

On October 27, 2017, Bipul Sinha resigned from his role as a member of the Board of Directors (the “Board”) of Nutanix, Inc. (the “Company”). Mr. Sinha’s decision was not due to any disagreement with the Company or its management.

Also on October 27, 2017, the Board expanded the size of the Board from seven (7) to eight (8) members and appointed Susan L. Bostrom and Craig Conway to serve as Class I and Class II directors, respectively. The Board determined that Ms. Bostrom and Mr. Conway are independent directors under the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) and within the meaning of the NASDAQ Global Select Market’s listing standards. There is no arrangement or understanding between either Ms. Bostrom or Mr. Conway, on the one hand, and any other persons, on the other, pursuant to which either Ms. Bostrom or Mr. Conway was selected as a director. Neither Ms. Bostrom nor Mr. Conway has any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Bostrom and Mr. Conway will receive the standard compensation and equity awards provided to non-employee directors of the Company and committee members for their service pursuant to the Company’s Outside Director Compensation Policy, which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2017 filed with the SEC on March 10, 2017. In addition, it is expected that each of Ms. Bostrom and Mr. Conway will enter into the Company’s standard form of director indemnification agreement, which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the SEC on December 22, 2015.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

99.1

Description

[Press release issued by Nutanix, Inc. on October 31, 2017](#)

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: October 31, 2017

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

EXHIBIT INDEX

Exhibit Number

99.1

Description

[Press release issued by Nutanix, Inc. on October 31, 2017](#)

Nutanix Appoints Craig Conway and Sue Bostrom to Board of Directors

Former PeopleSoft and Cisco Executives Add Deep Software and Marketing Leadership Experience

SAN JOSE, Calif. - October 31, 2017 - [Nutanix](#) (NASDAQ: [NTNX](#)), a leader in enterprise cloud computing, announced today it has added Craig Conway and Sue Bostrom to its board of directors, effective Friday, October 27, 2017.

“Craig and Sue are substantive additions to our board, and come at a time when we go from being a product to a platform company for the enterprise,” said Dheeraj Pandey, Chairman, Founder, and CEO of Nutanix. “Sue and Craig have both seen sustainable growth up close, steered large businesses through the highs and lows of enterprise spending cycles, and epitomized ambition and attention-to-detail in their illustrious careers. We will need their courage and foresight as we fight the cloud wars this decade.”

Conway served as President and CEO of PeopleSoft, Inc., an enterprise application software company from 1999 to 2004. Prior to PeopleSoft, he served as President and CEO of One Touch Systems, a high bandwidth network communications provider, and TGV Software, a TCP/IP protocol and applications company. Mr. Conway currently serves on the board of directors at Salesforce.com, a cloud-based CRM company, and Guidewire Software, Inc., a provider of software products to insurance companies. He holds a Bachelor of Science degree in Computer Science and Mathematics from the State University of New York at Brockport.

Bostrom served as Executive Vice President, Chief Marketing Officer and Worldwide Government Affairs of Cisco Systems, Inc., a networking equipment provider, from 2006 to 2011. From 1997 to 2011, she held various leadership positions at Cisco, including Senior Vice President of the Internet Business Solutions Group, which shared Internet best practices with global Fortune 500 companies and governments. Ms. Bostrom serves on the board of directors of ServiceNow, Inc., an enterprise software company, Varian Medical Systems, Inc., a manufacturer of medical devices and software, and Cadence Design Systems, Inc., an electronic design software company. She holds a Bachelor of Science degree in Business from the University of Illinois and a Master of Business Administration degree from Stanford Graduate School of Business.

“It’s an exciting time to join the board of directors at Nutanix. They are a software company at their core and they have the right solutions and talent to take advantage of the growing enterprise cloud market,” said Conway. “I’m looking forward to providing guidance to help grow the company even more, and strengthen its position as a leading provider of multi-cloud software and solutions.”

“Nutanix is delivering the right solutions to the right market at the right time,” said Bostrom. “Continued strategic focus and precise execution is needed to expand software sales while keeping customers delighted. I look forward to lending my experience and insight to help Dheeraj and the team accomplish this.”

About Nutanix

Nutanix makes infrastructure invisible, elevating IT to focus on the applications and services that power their business. The Nutanix enterprise cloud platform leverages web-scale engineering and consumer-grade design to natively converge compute, virtualization and storage into a resilient, software-defined solution with rich machine intelligence. The result is predictable performance, cloud-like infrastructure consumption, robust security, and seamless application mobility for a broad range of enterprise applications. Learn more at www.nutanix.com or follow us on Twitter [@nutanix](https://twitter.com/nutanix).

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