

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-37883

NUTANIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-0989767
(I.R.S. Employer
Identification No.)

**1740 Technology Drive, Suite 150
San Jose, CA 95110**

(Address of principal executive offices, including zip code)

(408) 216-8360

(Registrant's telephone number, including area code)

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	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

[Table of Contents](#)

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 30, 2025, the registrant had 270,399,924 shares of Class A common stock, \$0.000025 par value per share, outstanding.

TABLE OF CONTENTS

		PAGE
PART I.	FINANCIAL INFORMATION	
Item 1	Financial Statements (Unaudited)	6
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	30
Item 3	Quantitative and Qualitative Disclosures About Market Risk	46
Item 4	Controls and Procedures	47
PART II.	OTHER INFORMATION	
Item 1	Legal Proceedings	48
Item 1A	Risk Factors	48
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	48
Item 3	Defaults Upon Senior Securities	48
Item 4	Mine Safety Disclosures	48
Item 5	Other Information	49
Item 6	Exhibits	49
	EXHIBIT INDEX	50
	SIGNATURES	51

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains express and implied forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which statements involve substantial risks and uncertainties. Other than statements of historical fact, all statements contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations and financial position, our business strategy and plans and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "plan," "intend," "could," "would," "expect," or words or expressions of similar substance or the negative thereof, that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. Forward-looking statements included in this Quarterly Report on Form 10-Q include, but are not limited to, statements regarding:

- our investment in initiatives that support the long-term growth of our business, including the development of our solutions and sales and marketing efforts aimed at capitalizing on market opportunities, while also focusing on improving our operating cash flow through operational efficiencies, including in our go-to-market functions;
- our plan to continue investing in sales and marketing functions, including initiatives focused on opportunities with major accounts, large deals, and commercial accounts, as well as other initiatives to increase our pipeline growth;
- our plan to continue investing in our global research and development teams to support enhancements to our solutions, improve integration with ecosystem partners and expand the range of technologies and features available through our platform;
- our plan to continue to leverage our relationships with our channel and original equipment manufacturer partners and expand our network of cloud and ecosystem partners;
- the evolution of our sales pipeline and its expected effect on our ability to land new customers and expand sales to existing customers, which may adversely affect our top-line results;
- our expectations regarding our ability to recruit, train and retain sufficient numbers of ramped up sales personnel to support our growth, including how long it takes to ramp up sales personnel, and the expected contribution to revenue growth;
- expected sales productivity;
- expected increases in costs and expenses, including sales and marketing, research and development, and general and administrative expenses;
- our intent to reduce our overall sales and marketing spend as a percentage of revenue, including by improving the efficiency of our demand generation spend, focusing on lower cost renewals, and optimizing headcount in geographies based on market opportunities;
- sustaining profitable growth;
- the sufficiency of our cash, cash equivalents and short-term investments and our expected net cash provided by operating activities to meet anticipated cash needs;
- our expectations that neither our operating results nor cash flows would be materially affected by any sudden change in interest rates; and
- anticipated trends, opportunities and challenges in our business and in the markets in which we operate.

We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs in light of the information currently available to us. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended July 31, 2025. Moreover, we operate in a very competitive and rapidly changing environment and new risks emerge from time to time. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained or implied in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, performance, or events and circumstances reflected in the forward-looking statements will be achieved or will occur. The forward-looking statements in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise or publicly release the results of any revision to these forward-looking statements to reflect new information or the occurrence of unanticipated or subsequent events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

	<u>Page</u>
Condensed Consolidated Balance Sheets as of July 31, 2025 and October 31, 2025	7
Condensed Consolidated Statements of Operations for the Three Months Ended October 31, 2024 and 2025	8
Condensed Consolidated Statements of Comprehensive Income for the Three Months Ended October 31, 2024 and 2025	9
Condensed Consolidated Statements of Stockholders' Deficit for the Three Months Ended October 31, 2024 and 2025	10
Condensed Consolidated Statements of Cash Flows for the Three Months Ended October 31, 2024 and 2025	11
Notes to Condensed Consolidated Financial Statements	12
Note 1: Overview and Basis of Presentation	12
Note 2: Revenue, Deferred Revenue and Deferred Commissions	14
Note 3: Fair Value Measurements	16
Note 4: Balance Sheet Components	18
Note 5: Debt	20
Note 6: Leases	23
Note 7: Commitments and Contingencies	25
Note 8: Stockholders' Equity	25
Note 9: Equity Incentive Plans	26
Note 10: Income Taxes	28
Note 11: Net Income Per Share	28
Note 12: Segment Information	29

NUTANIX, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	As of	
	July 31, 2025	October 31, 2025
(in thousands, except per share data)		
Assets		
Current assets:		
Cash and cash equivalents	\$ 769,502	\$ 780,421
Short-term investments	1,223,234	1,281,775
Accounts receivable, net of allowances of \$2,187 and \$2,155, respectively	337,967	335,945
Deferred commissions—current	153,072	142,307
Prepaid expenses and other current assets	105,391	98,513
Total current assets	2,589,166	2,638,961
Property and equipment, net	142,814	138,309
Operating lease right-of-use assets	134,526	131,159
Deferred commissions—non-current	189,221	184,590
Intangible assets, net	2,615	2,421
Goodwill	185,235	185,235
Other assets—non-current	39,617	43,317
Total assets	\$ 3,283,194	\$ 3,323,992
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 81,599	\$ 87,987
Accrued compensation and benefits	230,498	181,826
Accrued expenses and other current liabilities	24,187	25,072
Deferred revenue—current	1,054,023	1,080,854
Operating lease liabilities—current	23,234	24,094
Total current liabilities	1,413,541	1,399,833
Deferred revenue—non-current	1,058,731	1,090,140
Operating lease liabilities—non-current	115,754	111,417
Convertible senior notes, net	1,343,818	1,345,038
Other liabilities—non-current	45,870	46,192
Total liabilities	3,977,714	3,992,620
Commitments and contingencies (Note 7)		
Stockholders' deficit:		
Common stock, par value of \$0.000025 per share—1,000,000 Class A shares authorized as of July 31, 2025 and October 31, 2025; 269,045 and 270,729 Class A shares issued and outstanding as of July 31, 2025 and October 31, 2025, respectively	7	7
Additional paid-in capital	4,200,466	4,200,897
Accumulated other comprehensive income	700	3,605
Accumulated deficit	(4,895,693)	(4,873,137)
Total stockholders' deficit	(694,520)	(668,628)
Total liabilities and stockholders' deficit	\$ 3,283,194	\$ 3,323,992

See the accompanying notes to condensed consolidated financial statements.

NUTANIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended October 31,	
	2024	2025
	(in thousands, except per share data)	
Revenue:		
Product	\$ 301,919	\$ 349,003
Support, maintenance and other services	289,037	321,573
Total revenue	<u>590,956</u>	<u>670,576</u>
Cost of revenue:		
Product	8,370	4,292
Support, maintenance and other services	74,300	83,178
Total cost of revenue	<u>82,670</u>	<u>87,470</u>
Gross profit	<u>508,286</u>	<u>583,106</u>
Operating expenses:		
Sales and marketing	253,401	285,233
Research and development	173,959	187,482
General and administrative	53,676	61,056
Total operating expenses	<u>481,036</u>	<u>533,771</u>
Income from operations	27,250	49,335
Other income, net	9,573	16,239
Income before provision for income taxes	36,823	65,574
Provision for income taxes	6,897	3,478
Net income	<u>\$ 29,926</u>	<u>\$ 62,096</u>
Net income per share attributable to Class A common stockholders, basic	<u>\$ 0.11</u>	<u>\$ 0.23</u>
Net income per share attributable to Class A common stockholders, diluted	<u>\$ 0.10</u>	<u>\$ 0.21</u>
Weighted average shares used in computing net income per share attributable to Class A common stockholders, basic	<u>266,556</u>	<u>269,872</u>
Weighted average shares used in computing net income per share attributable to Class A common stockholders, diluted	<u>288,829</u>	<u>296,518</u>

See the accompanying notes to condensed consolidated financial statements.

NUTANIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended	
	October 31,	
	2024	2025
	(in thousands)	
Net income	\$ 29,926	\$ 62,096
Other comprehensive income, net of tax:		
Change in unrealized gain (loss) on available-for-sale securities, net of tax	413	2,905
Comprehensive income	<u>\$ 30,339</u>	<u>\$ 65,001</u>

See the accompanying notes to condensed consolidated financial statements.

NUTANIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Three Months Ended October 31, 2024					
	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensiv e Income	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount				
	(in thousands)					
Balance - July 31, 2024	265,181	\$ 7	\$ 4,118,898	\$ 146	\$ (4,847,199)	\$ (728,148)
Issuance of common stock through employee equity incentive plans	3,621	—	747	—	—	747
Issuance of common stock from ESPP purchase	811	—	27,365	—	—	27,365
Shares withheld related to net share settlement of equity awards	(1,428)	—	(84,248)	—	—	(84,248)
Repurchase and retirement of common stock	(340)	—	(5,569)	—	(14,531)	(20,100)
Stock-based compensation	—	—	88,749	—	—	88,749
Other comprehensive income	—	—	—	413	—	413
Net income	—	—	—	—	29,926	29,926
Balance - October 31, 2024	<u>267,845</u>	<u>\$ 7</u>	<u>\$ 4,145,942</u>	<u>\$ 559</u>	<u>\$ (4,831,804)</u>	<u>\$ (685,296)</u>

	Three Months Ended October 31, 2025					
	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensi ve Income	Accumulate d Deficit	Total Stockholders' Deficit
	Shares	Amount				
	(in thousands)					
Balance - July 31, 2025	269,045	\$ 7	\$ 4,200,466	\$ 700	\$ (4,895,693)	\$ (694,520)
Issuance of common stock through employee equity incentive plans	3,062	—	68	—	—	68
Issuance of common stock from ESPP purchase	550	—	28,967	—	—	28,967
Shares withheld related to net share settlement of equity awards	(1,224)	—	(95,679)	—	—	(95,679)
Repurchase and retirement of common stock	(704)	—	(10,685)	—	(39,540)	(50,225)
Stock-based compensation	—	—	77,760	—	—	77,760
Other comprehensive income	—	—	—	2,905	—	2,905
Net income	—	—	—	—	62,096	62,096
Balance - October 31, 2025	<u>270,729</u>	<u>\$ 7</u>	<u>\$ 4,200,897</u>	<u>\$ 3,605</u>	<u>\$ (4,873,137)</u>	<u>\$ (668,628)</u>

See the accompanying notes to condensed consolidated financial statements.

NUTANIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
Cash flows from operating activities:		
Net income	\$ 29,926	\$ 62,096
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18,180	18,374
Stock-based compensation	88,749	77,760
Amortization of debt discount and issuance costs	386	1,361
Operating lease cost, net of accretion	6,919	8,000
Other	(817)	1,777
Changes in operating assets and liabilities:		
Accounts receivable, net	52,453	22,759
Deferred commissions	19,472	15,396
Prepaid expenses and other assets	(1,999)	3,490
Accounts payable	(4,454)	9,395
Accrued compensation and benefits	(35,906)	(55,126)
Accrued expenses and other liabilities	(4,727)	2,152
Operating leases, net	(6,871)	(8,110)
Deferred revenue	440	37,501
Net cash provided by operating activities	<u>161,751</u>	<u>196,825</u>
Cash flows from investing activities:		
Maturities of investments	91,648	236,608
Purchases of investments	(110,011)	(290,086)
Sales of investments	—	1,250
Purchases of property and equipment	(9,831)	(22,319)
Net cash used in investing activities	<u>(28,194)</u>	<u>(74,547)</u>
Cash flows from financing activities:		
Proceeds from sales of shares through employee equity incentive plans	28,113	29,035
Taxes paid related to net share settlement of equity awards	(79,274)	(89,223)
Repurchases of common stock	(20,100)	(50,225)
Other financing activities, net	(964)	(946)
Net cash used in financing activities	<u>(72,225)</u>	<u>(111,359)</u>
Net increase in cash, cash equivalents and restricted cash	\$ 61,332	\$ 10,919
Cash, cash equivalents and restricted cash—beginning of period	655,662	769,517
Cash, cash equivalents and restricted cash—end of period	<u>\$ 716,994</u>	<u>\$ 780,436</u>
Restricted cash ⁽¹⁾	390	15
Cash and cash equivalents—end of period	<u>\$ 716,604</u>	<u>\$ 780,421</u>
Supplemental disclosures of cash flow information:		
Cash paid for income taxes	\$ 9,296	\$ 8,597
Supplemental disclosures of non-cash investing and financing information:		
Purchases of property and equipment included in accounts payable and accrued and other liabilities	\$ 4,517	\$ 3,939
Unpaid taxes related to net share settlement of equity awards included in accrued expenses and other liabilities	\$ 16,788	\$ 19,878

(1) Included within other assets—non-current in the condensed consolidated balance sheets.

See the accompanying notes to condensed consolidated financial statements.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. OVERVIEW AND BASIS OF PRESENTATION**Organization and Description of Business**

Nutanix, Inc. was incorporated in the state of Delaware in September 2009. Nutanix, Inc. is headquartered in San Jose, California, and together with its wholly-owned subsidiaries (collectively, "we," "us," "our," or "Nutanix"), has operations throughout North America, Europe, Asia Pacific, the Middle East, Latin America, and Africa.

We are a hybrid multicloud computing leader, offering organizations a unified software platform for running applications and AI and managing data anywhere. Our vision is to simplify the deployment and operation of the increasingly distributed landscape of apps and data while freeing organizations to focus on business goals. Our mission is to delight customers with an open, secure platform with rich data services that increases their ability to take advantage of new technologies such as cloud native and AI, optimizes how they run their organizations today, and accelerates innovation, efficiency, and growth.

The Nutanix Cloud Platform is designed to enable organizations to build hybrid multicloud infrastructure, providing a consistent cloud operating model with a single platform for running applications and managing data in core data centers, at the edge, and in public clouds, while supporting customer choice across server platforms, storage options, public and managed clouds, and container and virtualization platforms. The Nutanix Cloud Platform supports a wide variety of workloads with varied compute, storage, and network requirements, including business-critical applications, data platforms (including SQL, NoSQL, and vector databases and business intelligence applications), enterprise AI workloads (including machine learning, generative AI, and agentic AI), general-purpose workloads (including system infrastructure, networking, and security), and end-user computing and virtual desktop infrastructure services, and cloud native applications (including modern, containerized applications).

Our business is organized into a single operating and reportable segment. Our subscription-based business model provides our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs. A subscription-based business model means one in which our products, including associated support and maintenance arrangements, are sold with a defined duration. Our solutions are primarily sold through channel partners and original equipment manufacturers ("OEMs") (collectively, "Partners") and delivered directly to our end customers.

Principles of Consolidation and Significant Accounting Policies

The accompanying condensed consolidated financial statements, which include the accounts of Nutanix, Inc. and its wholly-owned subsidiaries, have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") and are consistent in all material respects with those included in our Annual Report on Form 10-K for the fiscal year ended July 31, 2025, filed with the Securities and Exchange Commission ("SEC") on September 24, 2025. All intercompany accounts and transactions have been eliminated in consolidation. The condensed consolidated financial statements are unaudited, but include all adjustments of a normal recurring nature necessary for a fair presentation of our quarterly results. The consolidated balance sheet as of July 31, 2025 is derived from audited financial statements; however, it does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes in our Annual Report on Form 10-K for the fiscal year ended July 31, 2025.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Use of Estimates

The preparation of interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Such management estimates and assumptions include, but are not limited to, the estimate of standalone selling prices for products and related support; useful lives and recoverability of intangible assets and property and equipment; allowance for credit losses; determination of fair value of stock-based awards; accounting for income taxes, including the valuation allowance on deferred tax assets and uncertain tax positions; purchase commitment liabilities to our contract manufacturers; sales commissions expense and the period of benefit for deferred commissions; whether an arrangement is or contains a lease; the incremental borrowing rate to measure the present value of right-of-use assets and lease liabilities; and contingencies and litigation. Management evaluates these estimates and assumptions on an ongoing basis using historical experience and other factors and makes adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could materially differ from those estimates and assumptions.

Concentration of Risk

Concentration of revenue and accounts receivable — We sell our products primarily through our Partners and occasionally directly to end customers. For the three months ended October 31, 2024 and 2025, no end customer accounted for more than 10% of total revenue or accounts receivable.

For each significant Partner, revenue as a percentage of total revenue and accounts receivable as a percentage of total accounts receivable, net are as follows:

Partners	Revenue		Accounts Receivable as of	
	Three Months Ended October 31,		July 31, 2025	October 31, 2025
	2024	2025		
Partner A	13%	17%	13%	13%
Partner B	28%	22%	(1)	10%
Partner C	15%	16%	14%	(1)
Partner D	12%	11%	(1)	(1)

(1) Less than 10%

Summary of Significant Accounting Policies

There have been no changes to our significant accounting policies described in our Annual Report on Form 10-K for the fiscal year ended July 31, 2025, filed with the SEC on September 24, 2025, that have had a material impact on our condensed consolidated financial statements.

Recently Issued and Not Yet Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which provides for improvements to income tax disclosures. The standard requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The amendments in this update are effective for annual periods beginning after December 15, 2024, with early adoption permitted. This new ASU will be effective for us for our fiscal 2026 10-K. We do not expect this new standard to have a material impact on our disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires additional disaggregated disclosures in the notes to financial statements for certain categories of expenses that are included on the face of the statement of operations. This new ASU is effective for fiscal years beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. This new ASU will be effective for us beginning in fiscal 2028. We are currently evaluating the impact this new standard will have on our disclosures.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

In September 2025, the FASB issued ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software, which removes all references to software development stages and clarifies the threshold entities apply to begin capitalizing costs. This new ASU is effective for fiscal years beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. We are currently evaluating the impact this new standard will have on our condensed consolidated financial statements.

NOTE 2. REVENUE, DEFERRED REVENUE AND DEFERRED COMMISSIONS

Disaggregation of Revenue and Revenue Recognition

The Nutanix Cloud Platform can be deployed in core data centers, at the edge, or in public clouds, running on a variety of qualified hardware platforms (including our Nutanix-branded NX hardware line), in popular public cloud environments such as Amazon Web Services and Microsoft Azure through Nutanix Cloud Clusters, or, in the case of our cloud-based software and software-as-a-service ("SaaS") offerings, via hosted service. Our subscription term-based licenses are sold separately, or can also be sold alongside configured-to-order servers. Our subscription term-based licenses typically have durations ranging from one to five years. Our cloud-based SaaS subscriptions generally have durations extending up to five years.

The following table depicts the disaggregation of revenue by revenue type, consistent with how we evaluate our financial performance:

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
Subscription	\$ 560,696	\$ 637,840
Professional services and other ⁽¹⁾	30,260	32,736
Total revenue	\$ 590,956	\$ 670,576

(1) Prior to fiscal 2026, these amounts were presented as separate line items, Professional services and Other non-subscription product, as described below. Prior period amounts have been updated to conform to the current period presentation.

Subscription revenue — Subscription revenue includes any performance obligation which has a defined duration and is generated from the sales of software maintenance subscriptions, support subscriptions, subscription software licenses and cloud-based SaaS offerings.

- *Ratable* — We recognize revenue from software maintenance subscriptions, support subscriptions and SaaS offerings ratably over the contractual service period, the substantial majority of which relate to software maintenance subscriptions and support subscriptions. These offerings represented approximately \$274.4 million of our subscription revenue for the three months ended October 31, 2024 and \$307.3 million of our subscription revenue for the three months ended October 31, 2025.
- *Upfront* — We generally recognize revenue from our subscription software licenses upfront upon the transfer of control to the customer. For sales that include a server from a channel partner or OEM, revenue is typically recognized upon shipment of the server. For sales of software sold without a server, revenue is typically recognized when the software is made available to the customer. These subscription software licenses represented approximately \$286.3 million of our subscription revenue for the three months ended October 31, 2024 and \$330.5 million of our subscription revenue for the three months ended October 31, 2025.

Professional services and other revenue — Includes Professional services revenue and Other non-subscription product revenue, as described below:

- *Professional services revenue* — We also sell professional services with our products. We recognize revenue related to professional services as they are performed. Professional services revenue was approximately \$27.3 million for the three months ended October 31, 2024 and \$28.9 million for the three months ended October 31, 2025.
- *Other non-subscription product revenue* — Includes Non-portable software revenue and Hardware revenue, which were immaterial for the periods presented.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Contracts with multiple performance obligations — The majority of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis. For deliverables that we routinely sell separately, such as software maintenance subscriptions and support subscriptions on our core offerings, we determine SSP by evaluating the standalone sales over the trailing 12 months. For those that are not sold routinely, we determine SSP based on our overall pricing trends and objectives, taking into consideration market conditions and other factors, including the value of our contracts, the products sold, and geographic locations.

Contract balances — The timing of revenue recognition may differ from the timing of invoicing to customers. Accounts receivable are recorded at the invoiced amount, net of an allowance for credit losses. A receivable is recognized in the period in which we deliver goods or provide services, or when our right to consideration is unconditional. This includes situations where revenue recognition occurs before invoicing and an unbilled receivable is created. The balance of unbilled accounts receivable, included in accounts receivable, net on the condensed consolidated balance sheets, was \$83.5 million and \$103.3 million as of July 31, 2025 and October 31, 2025, respectively.

Our customers are typically invoiced upfront, including invoices for multi-year subscriptions, with payment terms of 30-45 days. We assess credit losses on accounts receivable by taking into consideration past collection experience, the credit quality of the customer, the age of the receivable balance, current and future economic conditions, and forecasts that may affect the collectability of the reported amount. The balance of accounts receivable, net of allowance for credit losses, as of July 31, 2025 and October 31, 2025 is presented in the accompanying condensed consolidated balance sheets.

Costs to obtain and fulfill a contract — We capitalize commissions paid to sales personnel and the related payroll taxes when customer contracts are signed. These costs are recorded as deferred commissions in the condensed consolidated balance sheets, current and non-current. We determine whether costs should be deferred based on our sales compensation plans if the commissions are incremental and would not have been incurred absent the execution of the customer contract. Commissions paid upon the initial acquisition of a contract are recognized over the estimated period of benefit, which may exceed the term of the initial contract if the commissions expected to be paid upon renewal are not commensurate with that of the initial contract. Accordingly, deferred costs are recognized on a systematic basis that is consistent with the pattern of revenue recognition allocated to each performance obligation over the entire period of benefit and included in sales and marketing expense in the condensed consolidated statements of operations. We determine the estimated period of benefit by evaluating the expected renewals of customer contracts, the duration of relationships with our customers, customer retention data, our technology development lifecycle, and other factors. Deferred costs are periodically reviewed for impairment.

Taxes assessed by a government authority that are both imposed on and concurrent with specific revenue transactions between us and our customers are presented on a net basis in our condensed consolidated statements of operations.

Deferred revenue — Deferred revenue primarily consists of amounts that have been invoiced but not yet recognized as revenue and primarily pertains to software maintenance subscriptions, support subscriptions and professional services. The current portion of deferred revenue represents the amounts that are expected to be recognized as revenue within one year of the condensed consolidated balance sheet date.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Significant changes in the balance of deferred revenue (contract liability) and deferred commissions (contract cost asset) for the periods presented are as follows:

	Deferred Revenue	Deferred Commissions
	(in thousands)	
Balance as of July 31, 2025	\$ 2,112,754	\$ 342,293
Additions ⁽¹⁾	728,816	45,653
Revenue/commissions recognized	(670,576)	(61,049)
Balance as of October 31, 2025	<u>\$ 2,170,994</u>	<u>\$ 326,897</u>

(1) Includes both billed and unbilled amounts.

During the three months ended October 31, 2024, we recognized revenue of approximately \$272.2 million pertaining to amounts deferred as of July 31, 2024. During the three months ended October 31, 2025, we recognized revenue of approximately \$309.3 million pertaining to amounts deferred as of July 31, 2025.

Many of our contracted but not invoiced performance obligations are subject to cancellation terms. Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes deferred revenue and non-cancelable amounts that will be invoiced and recognized as revenue in future periods and excludes performance obligations that are subject to cancellation terms. As of October 31, 2024, we had approximately \$2,118.3 million of remaining performance obligations, of which we expected to recognize approximately 52% within 12 months, approximately 38% over the subsequent 13- to 36-month period, and the remainder thereafter. As of October 31, 2025, we had approximately \$2,670.5 million of remaining performance obligations, of which we expect to recognize approximately 49% within 12 months, approximately 39% over the subsequent 13- to 36-month period, and the remainder thereafter.

NOTE 3. FAIR VALUE MEASUREMENTS

The fair value of our financial assets measured on a recurring basis is as follows:

	As of July 31, 2025			Total
	Level I	Level II	Level III	
	(in thousands)			
Financial Assets, Current:				
Cash equivalents:				
Money market funds	\$ 371,762	\$ —	\$ —	\$ 371,762
U.S. Government securities	—	21,703	—	21,703
Commercial paper	—	13,068	—	13,068
Short-term investments:				
Corporate bonds	—	647,074	—	647,074
Commercial paper	—	163,055	—	163,055
U.S. Government securities	—	413,105	—	413,105
Total measured at fair value	<u>\$ 371,762</u>	<u>\$ 1,258,005</u>	<u>\$ —</u>	<u>\$ 1,629,767</u>
Cash				362,969
Total cash, cash equivalents and short-term investments				<u>\$ 1,992,736</u>
Financial Assets, Non-Current:				
Convertible note receivable	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5,460</u>	<u>\$ 5,460</u>

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

	As of October 31, 2025			Total
	Level I	Level II	Level III	
	(in thousands)			
Financial Assets, Current:				
Cash equivalents:				
Money market funds	\$ 338,468	\$ —	\$ —	\$ 338,468
Commercial paper	—	3,741	—	3,741
Short-term investments:				
Corporate bonds	—	710,155	—	710,155
Commercial paper	—	112,974	—	112,974
U.S. Government securities	—	458,646	—	458,646
Total measured at fair value	<u>\$ 338,468</u>	<u>\$ 1,285,516</u>	<u>\$ —</u>	<u>\$ 1,623,984</u>
Cash				438,212
Total cash, cash equivalents and short-term investments				<u>\$ 2,062,196</u>
Financial Assets, Non-Current:				
Convertible note receivable	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5,460</u>	<u>\$ 5,460</u>

Financial Instruments Not Recorded at Fair Value on a Recurring Basis

We report our financial instruments at fair value, with the exception of the 0.25% convertible senior notes due 2027 (the "2027 Notes") and the 0.50% convertible senior notes due 2029 (the "2029 Notes") (collectively, the "Notes"). Financial instruments that are not recorded at fair value on a recurring basis are measured at fair value on a quarterly basis for disclosure purposes. The carrying values and estimated fair values of financial instruments not recorded at fair value are as follows:

	As of July 31, 2025		As of October 31, 2025	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
	(in thousands)			
2027 Notes	\$ 497,059	\$ 695,295	\$ 497,397	\$ 664,250
2029 Notes	846,759	976,652	847,641	947,672
Total	<u>\$ 1,343,818</u>	<u>\$ 1,671,947</u>	<u>\$ 1,345,038</u>	<u>\$ 1,611,922</u>

The carrying value of the 2027 Notes as of July 31, 2025 and October 31, 2025 was net of unamortized debt issuance costs of \$2.9 million and \$2.6 million, respectively.

The carrying value of the 2029 Notes as of July 31, 2025 and October 31, 2025 was net of unamortized debt issuance costs of \$15.7 million and \$14.9 million, respectively.

The total estimated fair values of the Notes were determined based on the closing trading price per \$100 of the Notes as of the last day of trading for the period. We consider the fair values of the Notes to be Level II valuations due to the limited trading activity.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

NOTE 4. BALANCE SHEET COMPONENTS
Short-Term Investments

The amortized cost of our short-term investments approximates their fair value. Unrealized losses related to our short-term investments are generally due to interest rate fluctuations, as opposed to credit quality. However, we review individual securities that are in an unrealized loss position in order to evaluate whether or not they have experienced or are expected to experience credit losses that would result in a decline in fair value. As of July 31, 2025 and October 31, 2025, unrealized gains and losses from our short-term investments were not material and were not the result of a decline in credit quality. As a result, as of July 31, 2025 and October 31, 2025, we did not record any credit losses for these investments.

The following table summarizes the estimated fair value of our investments in marketable debt securities by their contractual maturity dates:

	As of October 31, 2025	
	(in thousands)	
Due within one year	\$	620,326
Due in one to three years		661,449
Total	\$	1,281,775

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consists of the following:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Prepaid operating expenses	\$ 56,762	\$ 42,383
VAT receivables	10,316	10,894
Other current assets	38,313	45,236
Total prepaid expenses and other current assets	\$ 105,391	\$ 98,513

Property and Equipment, Net

Property and equipment, net consists of the following:

	Estimated Useful Life (in months)	As of	
		July 31, 2025	October 31, 2025
		(in thousands)	
Computer, production, engineering and other equipment	36	\$ 435,564	\$ 438,461
Demonstration units	12	59,475	58,696
Leasehold improvements	(1)	71,520	74,947
Software	(2)	29,152	29,152
Furniture and fixtures	60	15,542	15,350
Total property and equipment, gross		611,253	616,606
Less: accumulated depreciation		(468,439)	(478,297)
Total property and equipment, net		\$ 142,814	\$ 138,309

- (1) Leasehold improvements are amortized over the shorter of the estimated useful lives of the improvements or the remaining lease term.
- (2) The estimated useful life of software ranges from 36 to 120 months, representing the period during which the software is expected to contribute, either directly or indirectly, to our future cash flows.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Depreciation expense related to our property and equipment was approximately \$16.4 million for the three months ended October 31, 2024 and \$17.1 million for the three months ended October 31, 2025.

Goodwill and Intangible Assets, Net

There was no change in the carrying value of goodwill during the three months ended October 31, 2025.

Intangible assets, net consists of the following:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Developed technology	\$ 79,838	\$ 79,838
Customer relationships	11,230	11,230
Trade name	4,200	4,200
Total intangible assets, gross	95,268	95,268
Less:		
Accumulated amortization of developed technology	(78,989)	(79,086)
Accumulated amortization of customer relationships	(9,464)	(9,561)
Accumulated amortization of trade name	(4,200)	(4,200)
Total accumulated amortization	(92,653)	(92,847)
Total intangible assets, net	\$ 2,615	\$ 2,421

Amortization expense related to our intangible assets is recognized in the condensed consolidated statements of operations within product cost of revenue for developed technology and sales and marketing expense for customer relationships and trade name.

The estimated future amortization expense of our intangible assets is as follows:

Fiscal Year Ending July 31:	Amount	
	(in thousands)	
2026 (remaining nine months)	\$	585
2027		777
2028		353
2029		353
2030		353
Total	\$	2,421

Accrued Compensation and Benefits

Accrued compensation and benefits consists of the following:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Payroll taxes payable	\$ 31,366	\$ 39,485
Accrued vacation	31,062	31,911
Accrued commissions and taxes	51,036	25,440
Accrued wages and taxes	18,846	20,731
Accrued benefits	17,976	18,695
Contributions to ESPP withheld	26,325	17,407
Accrued bonus	37,654	6,798
Other	16,233	21,359
Total accrued compensation and benefits	\$ 230,498	\$ 181,826

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

NOTE 5. DEBT**2027 Notes**

In September 2021, we issued \$575.0 million in aggregate principal amount of 0.25% convertible senior notes due 2027 consisting of (i) approximately \$477.3 million principal amount of 2027 Notes in exchange for approximately \$416.5 million principal amount of the previously outstanding 0% convertible senior notes due 2023 (the "2023 Notes") and (ii) approximately \$97.7 million principal amount of 2027 Notes for cash.

In accounting for the exchange of convertible notes, we evaluated whether the transaction should be treated as a modification or extinguishment transaction. The partial exchange of the 2023 Notes and issuance of the 2027 Notes were deemed to have substantially different terms due to the significant difference between the value of the conversion option immediately prior to and after the exchange, and consequently, the 2023 Notes partial exchange was accounted for as a debt extinguishment. The \$64.9 million difference between the total reacquisition price paid and the net carrying amount of the 2023 Notes was recognized as a debt extinguishment loss within other expense, net in the condensed consolidated statement of operations.

In December 2024, we issued \$862.5 million in aggregate principal amount of 0.50% convertible senior notes due 2029, discussed below. We used approximately \$95.5 million of the net proceeds from the offering to repurchase \$75.0 million aggregate principal amount of the outstanding 2027 Notes. The repurchase of \$75.0 million aggregate principal amount of the outstanding 2027 Notes for approximately \$95.5 million was accounted for as an induced conversion in accordance with ASU 2024-04, Debt—Debt with Conversion and Other Options (Subtopic 470-20). The induced conversion resulted in the recognition of an inducement expense of \$11.3 million within other income (expense), net in the condensed consolidated statement of operations and a reduction to equity of \$9.7 million. Subsequent to the completion of this transaction, we had outstanding \$500.0 million aggregate principal amount of the 2027 Notes.

The 2027 Notes bear interest at a rate of 0.25% per annum and pay interest semi-annually in arrears on each April 1 and October 1. The 2027 Notes will mature on October 1, 2027, unless earlier converted, redeemed or repurchased.

The 2027 Notes are convertible into cash, shares of our Class A common stock, or a combination of cash and shares of Class A common stock, at our election. Each \$1,000 of principal of the 2027 Notes is initially convertible into 17.3192 shares of our Class A common stock, which is equivalent to an initial conversion price of approximately \$57.74 per share, subject to customary anti-dilution adjustments. Holders of these 2027 Notes may convert their 2027 Notes at their option at any time prior to the close of the business day immediately preceding July 1, 2027, only under the following circumstances:

- (1) during any fiscal quarter, and only during such fiscal quarter, if the closing price of our common stock for at least 20 trading days in a period of 30 consecutive trading days ending on, and including, the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the then applicable conversion price for the 2027 Notes per share of common stock;
- (2) during the five business day period after any consecutive five trading day period in which, for each trading day of that period, the trading price per \$1,000 principal amount of 2027 Notes for such trading day was less than 98% of the product of the closing price of our common stock and the then applicable conversion rate on each such trading day;
- (3) if we call any or all of the 2027 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date, but only with respect to the 2027 Notes called (or deemed called) for redemption; or
- (4) upon the occurrence of certain specified corporate events.

Upon conversion of the 2027 Notes, we will pay or deliver, as the case may be, cash, shares of our Class A common stock or a combination of cash and shares of Class A common stock, at our election.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

The conversion rate will be subject to adjustment in certain events but will not be adjusted for any accrued or unpaid interest. Holders who convert their 2027 Notes in connection with certain corporate events that constitute a "make-whole fundamental change" (as defined in the indenture governing the 2027 Notes) are, under certain circumstances, entitled to an increase in the conversion rate. In addition, if we undergo a "fundamental change" (as defined in the indenture governing the 2027 Notes) prior to the maturity date, holders of the 2027 Notes may require us to repurchase for cash all or a portion of their 2027 Notes at a repurchase price equal to 100% of the principal amount of the repurchased 2027 Notes, plus accrued and unpaid interest thereon.

The 2027 Notes consisted of the following:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Principal amounts:		
Principal	\$ 500,000	\$ 500,000
Unamortized debt issuance costs ⁽¹⁾	(2,941)	(2,603)
Net carrying amount	\$ 497,059	\$ 497,397

(1) Included in the condensed consolidated balance sheets within convertible senior notes, net and amortized over the remaining life of the 2027 Notes using the effective interest rate method. The effective interest rate is 0.52%.

As of October 31, 2025, the remaining life of the 2027 Notes was approximately 1.9 years.

The following table sets forth the total interest expense recognized related to the 2027 Notes:

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
Contractual interest expense	\$ 359	\$ 313
Interest expense related to amortization of debt issuance costs	386	337
Total interest expense	\$ 745	\$ 650

2029 Notes

In December 2024, we issued \$862.5 million in aggregate principal amount of 0.50% convertible senior notes due 2029, including the exercise in full by the initial purchasers of the 2029 Notes of their option to purchase an additional \$112.5 million principal amount, in a private offering to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The total net proceeds from the offering were approximately \$844.6 million, after deducting the initial purchasers' discount and other debt issuance costs.

We used approximately \$95.5 million of the net proceeds from the offering to repurchase \$75.0 million aggregate principal amount of the outstanding 2027 Notes and approximately \$200.0 million of the net proceeds from the offering to repurchase approximately 3.1 million shares of our Class A common stock.

The 2029 Notes bear interest at a rate of 0.50% per annum, payable semi-annually in arrears on each June 15 and December 15, beginning June 15, 2025. The 2029 Notes will mature on December 15, 2029, unless earlier converted, redeemed or repurchased.

The 2029 Notes are convertible into cash, shares of our Class A common stock, or a combination of cash and shares of Class A common stock, at our election. Each \$1,000 of principal of the 2029 Notes is initially convertible into 11.6505 shares of our Class A common stock, which is equivalent to an initial conversion price of approximately \$85.83 per share, subject to customary anti-dilution adjustments. Holders of these 2029 Notes may convert them at their option at any time prior to the close of the business day immediately preceding September 15, 2029, only under the following circumstances:

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

- (1) during any fiscal quarter commencing after April 30, 2025, and only during such fiscal quarter, if the closing price of our common stock for at least 20 trading days in a period of 30 consecutive trading days ending on and including the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the then applicable conversion price for the 2029 Notes per share of common stock;
- (2) during the five business day period after any consecutive five trading day period in which, for each trading day of that period, the trading price per \$1,000 principal amount of 2029 Notes was less than 98% of the product of the closing price of our common stock and the then applicable conversion rate on each such trading day;
- (3) if we call any or all of the 2029 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date, but only with respect to the 2029 Notes called (or deemed called) for redemption; or
- (4) upon the occurrence of certain specified corporate events.

Upon conversion of the 2029 Notes, we will pay or deliver, as the case may be, cash, shares of our Class A common stock or a combination of cash and shares of Class A common stock, at our election.

The conversion rate will be subject to adjustment in certain events but will not be adjusted for any accrued or unpaid interest. Holders who convert their 2029 Notes in connection with certain corporate events that constitute a "make-whole fundamental change" (as defined in the indenture governing the 2029 Notes) are, under certain circumstances, entitled to an increase in the conversion rate. In addition, if we undergo a "fundamental change" (as defined in the indenture governing the 2029 Notes) prior to the maturity date, holders of the 2029 Notes may require us to repurchase for cash all or a portion of their 2029 Notes at a repurchase price equal to 100% of the principal amount of the repurchased 2029 Notes, plus accrued and unpaid interest thereon.

The 2029 Notes consisted of the following:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Principal amounts:		
Principal	\$ 862,500	\$ 862,500
Unamortized debt issuance costs ⁽¹⁾	(15,741)	(14,859)
Net carrying amount	\$ 846,759	\$ 847,641

- (1) Included in the condensed consolidated balance sheets within convertible senior notes, net and amortized over the remaining life of the 2029 Notes using the effective interest rate method. The effective interest rate is 0.93%.

As of October 31, 2025, the remaining life of the 2029 Notes was approximately 4.1 years.

The following table sets forth the total interest expense recognized related to the 2029 Notes:

	Three Months Ended October 31, 2025
	(in thousands)
Contractual interest expense	\$ 1,078
Interest expense related to amortization of debt issuance costs	882
Total interest expense	\$ 1,960

Revolving Credit Agreement

In February 2025, we entered into a revolving credit agreement (the "Revolver") that provides for a senior secured revolving credit facility in an aggregate principal amount of \$500.0 million, including a \$25.0 million sublimit for the issuance of letters of credit. The Revolver matures in February 2030, subject to earlier springing maturity under certain circumstances.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Borrowings, if any, under the Revolver will bear interest, at our option, at a base rate plus an applicable margin ranging from 0.25% to 1.25% based upon our total leverage ratio or a term Secured Overnight Financing Rate (or an alternative currency term rate) plus an applicable margin ranging from 1.25% to 2.25% based upon our total leverage ratio. We are also required to pay a commitment fee on the unused portion of the Revolver on a quarterly basis equal to 0.175% to 0.30%, depending on our total leverage ratio.

The Revolver contains customary affirmative and negative covenants (including a financial covenant and restrictions on liens, investments, indebtedness, fundamental changes, restricted payments, transactions with affiliates, prepayments of subordinated debt and other matters, all subject to certain exceptions). The financial covenant requires us to maintain a total leverage ratio of less than or equal to 3.75:1.00, tested at the end of each fiscal quarter. The financial covenant is subject to a 0.50:1.00 step-up for four fiscal quarters following a material acquisition (as defined in the Revolver). As of October 31, 2025, we were in compliance with the financial covenant associated with the Revolver.

As of October 31, 2025, we had no borrowings and an immaterial amount of letters of credit outstanding under the Revolver.

NOTE 6. LEASES

We have operating leases for offices, research and development facilities, and data centers and finance leases for certain data center equipment. Our leases have remaining lease terms of one year to approximately five years, some of which include options to renew or terminate. We do not include renewal options in the lease terms for calculating our lease liability, as we are not reasonably certain that we will exercise these renewal options at the time of the lease commencement. Our lease agreements do not contain any residual value guarantees or restrictive covenants.

Total operating lease cost was approximately \$9.0 million for the three months ended October 31, 2024 and \$10.3 million for the three months ended October 31, 2025, excluding short-term lease costs, variable lease costs and sublease income, each of which were not material. Variable lease costs primarily include common area maintenance charges. Total finance lease cost was approximately \$1.2 million for the three months ended October 31, 2024 and \$1.0 million for the three months ended October 31, 2025.

Supplemental balance sheet information related to our leases is as follows:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Operating leases:		
Operating lease right-of-use assets, gross	\$ 217,060	\$ 206,327
Accumulated amortization	(82,534)	(75,168)
Operating lease right-of-use assets, net	\$ 134,526	\$ 131,159
Operating lease liabilities—current	\$ 23,234	\$ 24,094
Operating lease liabilities—non-current	115,754	111,417
Total operating lease liabilities	\$ 138,988	\$ 135,511
Weighted average remaining lease term (in years):	4.5	4.3
Weighted average discount rate:	6.3%	6.3%

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
Finance leases:		
Finance lease right-of-use assets, gross ⁽¹⁾	\$ 18,288	\$ 17,741
Accumulated amortization ⁽¹⁾	(12,805)	(13,165)
Finance lease right-of-use assets, net ⁽¹⁾	<u>\$ 5,483</u>	<u>\$ 4,576</u>
Finance lease liabilities—current ⁽²⁾	\$ 3,301	\$ 2,905
Finance lease liabilities—non-current ⁽³⁾	2,734	2,161
Total finance lease liabilities	<u>\$ 6,035</u>	<u>\$ 5,066</u>
Weighted average remaining lease term (in years):	2.0	1.9
Weighted average discount rate:	7.1%	7.2%

(1) Included in the condensed consolidated balance sheets within property and equipment, net.

(2) Included in the condensed consolidated balance sheets within accrued expenses and other current liabilities.

(3) Included in the condensed consolidated balance sheets within other liabilities—non-current.

Supplemental cash flow and other information related to our leases is as follows:

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 10,024	\$ 8,852
Operating cash flows from finance leases	\$ 181	\$ 101
Financing cash flows from finance leases	\$ 964	\$ 946
Lease liabilities arising from obtaining right-of-use assets:		
Operating leases	\$ 16,397	\$ 4,633

The undiscounted cash flows for our lease liabilities as of October 31, 2025 were as follows:

Fiscal Year Ending July 31:	Operating Leases	Finance Leases	Total
	(in thousands)		
2026 (remaining nine months)	\$ 22,924	\$ 2,548	\$ 25,472
2027	38,130	1,908	40,038
2028	37,077	961	38,038
2029	33,945	42	33,987
2030	23,546	—	23,546
Thereafter	315	—	315
Total lease payments	<u>155,937</u>	<u>5,459</u>	<u>161,396</u>
Less: imputed interest	(20,426)	(393)	(20,819)
Total lease obligation	135,511	5,066	140,577
Less: current lease obligations	(24,094)	(2,905)	(26,999)
Long-term lease obligations	<u>\$ 111,417</u>	<u>\$ 2,161</u>	<u>\$ 113,578</u>

As of October 31, 2025, we had additional operating lease commitments of approximately \$24.4 million on an undiscounted basis for certain leases that have not yet commenced. These operating leases will commence during fiscal 2026, with lease terms of approximately five years.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

NOTE 7. COMMITMENTS AND CONTINGENCIES**Purchase Commitments**

In the normal course of business, we make commitments with our contract manufacturers to ensure them a minimum level of financial consideration for their investment in our joint solutions. These commitments are based on performance targets or on-hand inventory and non-cancelable purchase orders for non-standard components. We record a charge related to these items when we determine that it is probable a loss will be incurred and we are able to estimate the amount of the loss. Our historical charges have not been material. As of October 31, 2025, we had approximately \$100.3 million of non-cancelable purchase obligations and other commitments pertaining to our daily business operations, and approximately \$66.6 million in the form of guarantees to certain of our contract manufacturers.

Legal Proceedings

We are not currently a party to any legal proceedings that we believe to be material to our business or financial condition. From time to time, we may become subject to various lawsuits, claims, investigations and proceedings that arise in the ordinary course of business.

The U.S. Department of Justice (the "DOJ") has been investigating U.S. federal government IT purchases, including historical conduct by a former employee involving one of our federal customers. After the former employee left our company, we learned that he was charged and pleaded guilty to conspiracy to defraud the United States and wire fraud related to a 2019 procurement that allegedly resulted in a loss to the government. With outside counsel's assistance, we commenced an internal investigation into the former employee's and some third-party partners' activities on procurement opportunities with this customer in several prior fiscal years and identified some historical conduct that appears inconsistent with our Code of Business Conduct and Ethics and related policies. We have been cooperating fully with the DOJ, including responding to a grand jury subpoena. Our internal investigation is ongoing, and we cannot predict the outcome or reasonably estimate any potential loss at this time. At this time, we do not expect this matter to have a material adverse effect on our condensed consolidated results of operations, financial position, or liquidity.

NOTE 8. STOCKHOLDERS' EQUITY

We have one class of outstanding common stock consisting of Class A common stock. As of October 31, 2025, we had 1.0 billion shares of Class A common stock authorized, with a par value of \$0.000025 per share. As of October 31, 2025, we had approximately 270.7 million shares of Class A common stock issued and outstanding. As of October 31, 2025, we had 0.2 million shares of preferred stock authorized, with a par value of \$0.000025 per share, and no shares issued and outstanding.

Holders of Class A common stock are entitled to one vote for each share of Class A common stock held on all matters submitted to a vote of stockholders.

Share Repurchases

In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock. In August 2025, our Board of Directors approved a \$350.0 million increase to the share repurchase authorization. Repurchases may be made from time to time through open market purchases, through privately negotiated transactions, or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act in accordance with applicable securities laws and other restrictions. The authorization has no expiration date, may be modified, suspended or discontinued at any time, and does not obligate us to repurchase any minimum number of shares. During the three months ended October 31, 2025, we repurchased approximately 0.7 million shares of Class A common stock in open market transactions at a weighted average price of \$71.07 per share for an aggregate purchase price of approximately \$50.0 million under this share repurchase program. As of October 31, 2025, approximately \$411.5 million remained available for future share repurchases under the authorization.

In December 2024, we used approximately \$200.0 million of the net proceeds from the 2029 Notes offering to repurchase approximately 3.1 million shares of our Class A common stock in privately negotiated transactions at a purchase price equal to \$64.78 per share. This share repurchase was executed outside of the existing share repurchase program that was authorized by our Board of Directors in August 2023, described above. For additional details on this transaction, refer to Note 5.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

NOTE 9. EQUITY INCENTIVE PLANS**Stock Plans**

We have one active equity incentive plan, the 2016 Equity Incentive Plan (the "2016 Plan"), and two inactive equity incentive plans, the 2010 Stock Plan ("2010 Plan") and the 2011 Stock Plan ("2011 Plan") (collectively, the "Stock Plans"). Our stockholders approved the 2016 Plan in March 2016 and it became effective in connection with our initial public offering ("IPO"). As a result, at the time of the IPO, we ceased granting additional stock awards under the 2010 Plan and 2011 Plan and both plans were terminated. Any outstanding stock awards under the 2010 Plan and 2011 Plan remain outstanding, subject to the terms of the applicable plan and award agreements, until such shares are issued under those stock awards, by exercise of stock options or settlement of restricted stock units ("RSUs"), or until those stock awards become vested or expired by their terms.

Under the 2016 Plan, we may grant incentive stock options, non-statutory stock options, restricted stock, RSUs, and stock appreciation rights to employees, directors and consultants. We initially reserved approximately 22.4 million shares of our Class A common stock for issuance under the 2016 Plan. The number of shares of Class A common stock available for issuance under the 2016 Plan also includes an annual increase on the first day of each fiscal year, beginning in fiscal 2018, equal to the lesser of: 18.0 million shares, 5% of the outstanding shares of all classes of common stock as of the last day of our immediately preceding fiscal year, or such other amount as may be determined by our Board of Directors. Accordingly, on August 1, 2024 and 2025, the number of shares of Class A common stock available for issuance under the 2016 Plan increased by approximately 13.3 million and 13.5 million shares, respectively, pursuant to these provisions. As of October 31, 2025, we had reserved approximately 60.3 million shares for the issuance of equity awards under the Stock Plans, of which approximately 46.9 million shares were still available for grant.

Restricted Stock Units

RSUs settle into shares of Class A common stock upon vesting. We fund withholding taxes due on the vesting of employee RSUs by net share settlement. The payment of the withheld taxes to the tax authorities is reflected as a financing activity within the condensed consolidated statements of cash flows.

Performance RSUs

From time to time, we grant RSUs that have both service and performance conditions to our executives and employees ("PRSUs"). Vesting of PRSUs is subject to continuous service and the satisfaction of certain performance targets. While we recognize cumulative stock-based compensation expense for the portion of the awards for which both the service condition has been satisfied and it is probable that the performance conditions will be met, the actual vesting and settlement of PRSUs are subject to the performance conditions actually being met.

Market Stock Units

We also grant RSUs that have both service and market-based conditions to our executives and employees ("MSUs"). Vesting of MSUs is subject to continuous service and the satisfaction of certain market-based performance targets. While we recognize cumulative stock-based compensation expense for the portion of the awards for which the service condition has been satisfied, regardless of achievement of the specified targets, the actual vesting and settlement of MSUs are subject to the market-based conditions actually being met.

In September 2024, the Compensation Committee of our Board of Directors approved the grant of approximately 0.4 million MSUs to certain of our executives. These MSUs have a weighted average grant date fair value of approximately \$92.22 per unit and will vest up to 200% of the target number of MSUs based upon our total shareholder return relative to the total shareholder return of companies in the Nasdaq Composite Index over a performance period of approximately 3.0 years, subject to continuous service on each vesting date. Additional MSUs have been granted with similar terms but were not material.

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Below is a summary of RSU activity and PRSU and MSU (collectively, "PSU") activity under the Stock Plans:

	RSUs		PSUs	
	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value per Share	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value per Share
Outstanding at July 31, 2025	14,431	\$ 38.46	1,813	\$ 62.63
Granted ⁽¹⁾	380	\$ 71.06	206	\$ 46.96
Released ⁽¹⁾	(2,125)	\$ 31.94	(931)	\$ 44.75
Forfeited	(414)	\$ 36.30	(8)	\$ 96.22
Outstanding at October 31, 2025	12,272	\$ 40.67	1,080	\$ 74.78

(1) For PSUs, includes additional shares granted upon vesting due to achievement over 100%.

Stock Options

We did not grant any stock options during the three months ended October 31, 2025. Option exercises during the three months ended October 31, 2025 were not material. As of October 31, 2025, the remaining outstanding stock options were not material.

Employee Stock Purchase Plan

In December 2015, our Board of Directors adopted the 2016 Employee Stock Purchase Plan, which was subsequently amended in January 2016 and September 2016 and approved by our stockholders in March 2016 (the "Original 2016 ESPP"). The Original 2016 ESPP became effective in connection with our IPO. Our stockholders subsequently approved amendments to the Original 2016 ESPP in December 2019 and December 2022 (as amended, the "2016 ESPP"). Under the 2016 ESPP, the maximum number of shares of Class A common stock available for sale is 13.8 million shares.

The 2016 ESPP allows eligible employees to purchase shares of our Class A common stock at a discount through payroll deductions of up to 15% of eligible compensation, subject to caps of \$25,000 in any calendar year and 1,000 shares on any purchase date. The 2016 ESPP provides for 12-month offering periods, generally beginning in March and September of each year, and each offering period consists of two six-month purchase periods.

On each purchase date, participating employees will purchase Class A common stock at a price per share equal to 85% of the lesser of the fair market value of our Class A common stock on (i) the first trading day of the applicable offering period or (ii) the last trading day of each purchase period in the applicable offering period. If the stock price of our Class A common stock on any purchase date in an offering period is lower than the stock price on the enrollment date of that offering period, the offering period will immediately reset after the purchase of shares on such purchase date and automatically roll into a new offering period.

During the three months ended October 31, 2025, approximately 0.6 million shares of common stock were purchased under the 2016 ESPP for an aggregate amount of approximately \$29.0 million. As of October 31, 2025, approximately 8.6 million shares were available for future issuance under the 2016 ESPP.

We use the Black-Scholes option pricing model to determine the fair value of shares purchased under the 2016 ESPP with the following weighted average assumptions on the date of grant:

	Three Months Ended October 31,	
	2024	2025
Expected term (in years)	0.71	0.71
Risk-free interest rate	4.9%	4.0%
Volatility	46.4%	47.3%
Dividend yield	—%	—%

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Stock-Based Compensation

Total stock-based compensation expense recognized in the condensed consolidated statements of operations is as follows:

	Three Months Ended October 31,	
	2024	2025
(in thousands)		
Cost of revenue:		
Product	\$ 1,212	\$ 359
Support, maintenance and other services	6,820	6,255
Sales and marketing	20,648	17,760
Research and development	43,562	39,501
General and administrative	16,507	13,885
Total stock-based compensation expense	<u>\$ 88,749</u>	<u>\$ 77,760</u>

As of October 31, 2025, unrecognized stock-based compensation expense related to outstanding stock awards was approximately \$519.3 million and is expected to be recognized over a weighted average period of approximately 1.9 years.

NOTE 10. INCOME TAXES

The income tax provisions of \$6.9 million for the three months ended October 31, 2024 and \$3.5 million for the three months ended October 31, 2025 primarily consisted of foreign taxes on our international operations and U.S. federal and state income taxes. We continue to maintain a full valuation allowance for our U.S. federal and state deferred tax assets.

NOTE 11. NET INCOME PER SHARE

Basic net income per share is computed using the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by giving effect to potentially dilutive common stock equivalents outstanding during the period, as their effect would be dilutive. Potentially dilutive common shares include shares issuable upon the exercise of stock options, the vesting of RSUs and PSUs, each purchase under the 2016 ESPP, and common stock issuable upon the conversion of convertible debt under the if-converted method.

The computation of basic and diluted net income per share attributable to common stockholders is as follows:

	Three Months Ended October 31,	
	2024	2025
(in thousands, except per share data)		
Numerator:		
Net income	\$ 29,926	\$ 62,096
Add: Interest expense related to convertible senior notes, net of tax	284	1,099
Diluted net income	<u>\$ 30,210</u>	<u>\$ 63,195</u>
Denominator:		
Weighted average shares, basic	266,556	269,872
Add: Dilutive effect of common stock equivalents	22,273	26,646
Weighted average shares, diluted	<u>288,829</u>	<u>296,518</u>
Net income per share attributable to Class A common stockholders, basic	\$ 0.11	\$ 0.23
Net income per share attributable to Class A common stockholders, diluted	\$ 0.10	\$ 0.21

NUTANIX, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

The following shares of common stock were excluded from the computation of diluted net income per share for the periods presented, as their effect would have been antidilutive:

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
Outstanding stock options, RSUs and PSUs	2,668	207
Employee stock purchase plan	252	146
Total	2,920	353

Shares that will be issued in connection with our stock awards and shares that will be purchased under the employee stock purchase plan are generally automatically converted into shares of our Class A common stock.

NOTE 12. SEGMENT INFORMATION

Our chief operating decision maker ("CODM") is our Chief Executive Officer, who reviews financial information presented on a consolidated basis. Accordingly, we have a single operating and reportable segment. The CODM uses net income, as reported on our condensed consolidated statements of operations, as the measure of segment profit or loss to allocate resources and evaluate financial performance. The significant expenses regularly provided to the CODM are those expenses presented in our condensed consolidated statements of operations and related notes to condensed consolidated financial statements. There is no expense or asset information that is supplemental to the information disclosed in these condensed consolidated financial statements.

The following table sets forth revenue by geographic location based on bill-to location:

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
United States	\$ 332,728	\$ 385,973
Europe, the Middle East and Africa	151,191	173,780
Asia Pacific	95,819	90,085
Other Americas	11,218	20,738
Total revenue	\$ 590,956	\$ 670,576

For the three months ended October 31, 2024 and 2025, no individual country, other than the United States, accounted for more than 10% of total revenue.

The following table sets forth long-lived assets, which primarily include property and equipment, net, by geographic location:

	As of	
	July 31, 2025	October 31, 2025
	(in thousands)	
United States	\$ 108,921	\$ 102,746
International	33,893	35,563
Total long-lived assets	\$ 142,814	\$ 138,309

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis of our financial condition, results of operations and cash flows should be read in conjunction with (1) the unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and (2) the audited consolidated financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended July 31, 2025 filed on September 24, 2025. The last day of our fiscal year is July 31. Our fiscal quarters end on October 31, January 31, April 30 and July 31. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the heading "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended July 31, 2025 and in Part II, Item 1A of this Quarterly Report on Form 10-Q. See also "Special Note Regarding Forward-Looking Statements" above.

Overview

Nutanix, Inc. ("we," "us," "our," or "Nutanix") is a hybrid multicloud computing leader, offering organizations a unified software platform for running applications and AI and managing data anywhere. Our vision is to simplify the deployment and operation of the increasingly distributed landscape of apps and data while freeing organizations to focus on business goals. Our mission is to delight customers with an open, secure platform with rich data services that increases their ability to take advantage of new technologies such as cloud native and AI, optimizes how they run their organizations today, and accelerates innovation, efficiency, and growth.

The Nutanix Cloud Platform is designed to enable organizations to build hybrid multicloud infrastructure, providing a consistent cloud operating model with a single platform for running applications and managing data in core data centers, at the edge, and in public clouds, while supporting customer choice across server platforms, storage options, public and managed clouds, and container and virtualization platforms. The Nutanix Cloud Platform supports a wide variety of workloads with varied compute, storage, and network requirements, including business-critical applications, data platforms (including SQL, NoSQL, and vector databases and business intelligence applications), enterprise AI workloads (including machine learning, generative AI, and agentic AI), general-purpose workloads (including system infrastructure, networking, and security), end-user computing and virtual desktop infrastructure services, and cloud native applications (including modern, containerized applications).

We originally pioneered hyperconverged infrastructure ("HCI") to break down legacy silos by merging compute, storage and networking into a single software-defined data center platform. We continued to innovate and developed Nutanix AHV, our native hypervisor that offers enterprise-grade virtualization and built-in Kubernetes support. To provide our customers with more choice, we further engineered our software solutions to run on a variety of server platforms and with a variety of external storage providers, decoupling our software from the underlying hardware and powering a variety of hybrid multi cloud deployments, as part of our previously-completed transition from a hardware company to a software company. Most recently, we have extended our software platform support to include external storage from qualified partners. To provide our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs, we reshaped our licensing by completing a transition to a subscription-based business model. In addition to enabling enterprise AI and simplifying hybrid multicloud deployments, we have a further long-term vision to enable developers to build modern container-based applications once and run them anywhere through Project Beacon, our multi-year effort to provide consistent Kubernetes platform management and data-centric platform services across clouds.

Our business is organized into a single operating and reportable segment. We operate a subscription-based business model, meaning one in which our products, including associated support and maintenance arrangements, are sold with a defined duration.

Our platform typically includes one or more years of support and maintenance, which provides customers with the right to software upgrades and enhancements as well as technical support. Purchases of term-based licenses and software-as-a-service ("SaaS") subscriptions have support and maintenance included within the subscription fees and are not sold separately. Purchases of non-portable software are typically accompanied by the purchase of separate support and maintenance.

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

We had a broad and diverse base of over 29,000 end customers as of October 31, 2025. We define the number of end customers as the number of end customers for which we have received an order by the last day of the period, excluding partners to which we have sold products for their own demonstration purposes. A single organization or customer may represent multiple end customers for separate divisions, segments or subsidiaries, and the total number of end customers may contract due to mergers, acquisitions, or other consolidation among existing end customers.

Our solutions are primarily sold through our channel partners or original equipment manufacturers ("OEMs") and delivered directly to our end customers. We have end customers across a broad range of industries, such as automotive, consumer goods, education, energy, financial services, healthcare, manufacturing, media, public sector, retail, technology, and telecommunications. We also sell to service providers, who utilize our platform to provide a variety of cloud-based services to their customers.

We plan to continue investing in initiatives that support the long-term growth of our business, including the development of our solutions and sales and marketing efforts aimed at capitalizing on market opportunities. Simultaneously, we are focused on improving our operating cash flow through operational efficiencies, including in our go-to-market functions. By maintaining this balance, we believe we can sustain profitable growth.

Key Financial and Performance Metrics

We monitor the following key financial and performance metrics:

	As of and for the Three Months Ended October 31,	
	2024	2025
	(in thousands, except percentages and end customer count)	
Total revenue	\$ 590,956	\$ 670,576
Year-over-year percentage increase	16%	13%
Annual recurring revenue ("ARR") ⁽¹⁾	\$ 1,942,946	\$ 2,284,051
Gross profit	\$ 508,286	\$ 583,106
Non-GAAP gross profit	\$ 517,085	\$ 589,826
Gross margin	86.0%	87.0%
Non-GAAP gross margin	87.5%	88.0%
Operating expenses	\$ 481,036	\$ 533,771
Non-GAAP operating expenses	\$ 398,864	\$ 457,977
Operating income	\$ 27,250	\$ 49,335
Non-GAAP operating income	\$ 118,221	\$ 131,849
Operating margin	4.6%	7.4%
Non-GAAP operating margin	20.0%	19.7%
Net cash provided by operating activities	\$ 161,751	\$ 196,825
Free cash flow	\$ 151,920	\$ 174,506
Total end customers ⁽²⁾	27,160	29,930

(1) Beginning with the first quarter of fiscal 2026, our methodology for calculating ARR was updated to align more closely with the timing of when licenses are made available to customers. For comparability purposes, ARR for all prior periods have been adjusted to conform to the updated methodology.

(2) The total end customer count reflects standard adjustments/consolidation to certain customer accounts within our system of record and is rounded to the nearest 10.

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)****Disaggregation of Revenue**

The following table depicts the disaggregation of revenue by type, consistent with how we evaluate our financial performance:

	Three Months Ended October 31,	
	2024	2025
(in thousands)		
Disaggregation of revenue:		
Subscription revenue	\$ 560,696	\$ 637,840
Professional services and other revenue ⁽¹⁾	30,260	32,736
Total revenue	<u>\$ 590,956</u>	<u>\$ 670,576</u>

(1) Prior to fiscal 2026, these amounts were presented as separate line items, Professional services and Other non-subscription product, as described below. Prior period amounts have been updated to conform to the current period presentation.

Subscription revenue — Subscription revenue includes any performance obligation which has a defined duration and is generated from the sales of software maintenance subscriptions, support subscriptions, subscription software licenses and cloud-based SaaS offerings.

- **Ratable** — We recognize revenue from software maintenance subscriptions, support subscriptions and SaaS offerings ratably over the contractual service period, the substantial majority of which relate to software maintenance subscriptions and support subscriptions. These offerings represented approximately \$274.4 million of our subscription revenue for the three months ended October 31, 2024 and \$307.3 million of our subscription revenue for the three months ended October 31, 2025.
- **Upfront** — We generally recognize revenue from our subscription software licenses upfront upon the transfer of control to the customer. For sales that include a server from a channel partner or OEM, revenue is typically recognized upon shipment of the server. For sales of software sold without a server, revenue is typically recognized when the software is made available to the customer. These subscription software licenses represented approximately \$286.3 million of our subscription revenue for the three months ended October 31, 2024 and \$330.5 million of our subscription revenue for the three months ended October 31, 2025.

Professional services and other revenue — Includes Professional services revenue and Other non-subscription product revenue, as described below:

- **Professional services revenue** — We also sell professional services with our products. We recognize revenue related to professional services as they are performed. Professional services revenue was approximately \$27.3 million for the three months ended October 31, 2024 and \$28.9 million for the three months ended October 31, 2025.
- **Other non-subscription product revenue** — Includes Non-portable software revenue and Hardware revenue, which were immaterial for the periods presented.

Non-GAAP Financial Measures and Key Performance Measures

In addition to GAAP metrics, we regularly monitor ARR, non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income, non-GAAP operating margin, free cash flow, and total end customers, which are non-GAAP financial measures and key performance measures, to help us evaluate our growth and operational efficiencies, measure our performance, identify trends in our sales activity and establish our budgets. We evaluate these measures because they:

- are used by management and our Board of Directors to understand and evaluate our performance and trends, as well as to provide a useful measure for period-to-period comparisons of our core business, particularly as we operate a subscription-based business model;
- are widely used as a measure of financial performance to understand and evaluate companies in our industry; and
- are used by management to prepare and approve our annual budget and to develop short-term and long-term operational and compensation plans, as well as to assess our actual performance against our goals.

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

ARR is a performance measure that we believe provides useful information to our management and investors as it allows us to better track the top-line growth of our subscription business (including our ability to acquire subscriptions with new customers and to retain and expand with existing customers), while normalizing for differences in contract durations. Non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income, and non-GAAP operating margin are performance measures which we believe provide useful information to investors, as they provide meaningful supplemental information regarding our performance and liquidity by excluding certain expenses and expenditures, such as stock-based compensation expense, that may not be indicative of our ongoing core business operating results. Free cash flow is a performance measure that we believe provides useful information to management and investors about the amount of cash generated by the business after capital expenditures. We use these non-GAAP financial and key performance measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons.

Non-GAAP financial measures have limitations as analytical tools and they should not be considered in isolation or as substitutes for analysis of our results as reported under generally accepted accounting principles ("GAAP") in the United States. Non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income, non-GAAP operating margin, and free cash flow are not substitutes for gross profit, gross margin, operating expenses, operating income, operating margin, or net cash provided by operating activities, respectively. There is no GAAP measure that is comparable to ARR, so we have not reconciled ARR numbers included in this Quarterly Report on Form 10-Q to any GAAP measure. In addition, other companies, including companies in our industry, may calculate non-GAAP financial measures and key performance measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures and key performance measures as tools for comparison. We urge you to review the reconciliation of our non-GAAP financial measures and key performance measures to the most directly comparable GAAP financial measures included below and not to rely on any single financial measure to evaluate our business.

We calculate our non-GAAP financial and key performance measures as follows:

ARR — We calculate ARR as the sum of annual contract value ("ACV") for all subscription contracts from all customers in effect as of the end of a specific period, assuming any subscription contract that expires is renewed on its existing terms. ARR excludes the value of professional services, non-portable software and support contracts and hardware sales. For the purposes of this calculation, we generally assume that the contract term begins on the date when the software is made available to the customer. ACV is defined as the total annualized value of a contract. The total annualized value for a contract is calculated by dividing the total value of the contract by the number of years in the term of such contract. Beginning with the first quarter of fiscal 2026, our methodology for calculating ARR was updated to align more closely with the timing of when licenses are made available to customers. Our calculation of ARR is not adjusted for the impact of any known or projected future events (such as customer cancellations, expansion or contraction of existing customers relationships or price increases or decreases) that may cause any subscription contract not to be renewed on its existing terms. ARR is a performance measure that should be viewed independently of revenue and does not represent our revenue under GAAP on an annualized basis or a forecast of GAAP revenue. Investors should not place undue reliance on ARR as an indicator of our future or expected results. ARR does not have any standardized meaning and is therefore unlikely to be comparable to similarly titled performance measures presented by other companies.

Non-GAAP gross profit and Non-GAAP gross margin — We calculate non-GAAP gross margin as non-GAAP gross profit divided by total revenue. We define non-GAAP gross profit as gross profit adjusted to exclude stock-based compensation expense, amortization of acquired intangible assets, and costs associated with certain other non-recurring transactions. Our presentation of non-GAAP gross profit and non-GAAP gross margin should not be construed as implying that our future results will not be affected by any recurring expenses or any unusual or non-recurring items that we exclude from our calculation of these non-GAAP financial measures.

Non-GAAP operating expenses — We define non-GAAP operating expenses as total operating expenses adjusted to exclude stock-based compensation expense, amortization of acquired intangible assets, litigation settlement accruals and legal fees related to certain non-ordinary course litigation matters, and costs associated with certain other non-recurring transactions. Our presentation of non-GAAP operating expenses should not be construed as implying that our future results will not be affected by any recurring expenses or any unusual or non-recurring items that we exclude from our calculation of this non-GAAP financial measure.

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Non-GAAP operating income and Non-GAAP operating margin — We calculate non-GAAP operating margin as non-GAAP operating income divided by total revenue. We define non-GAAP operating income as operating income adjusted to exclude stock-based compensation expense, amortization of acquired intangible assets, litigation settlement accruals and legal fees related to certain non-ordinary course litigation matters, and costs associated with certain other non-recurring transactions. Our presentation of non-GAAP operating income and non-GAAP operating margin should not be construed as implying that our future results will not be affected by any recurring expenses or any unusual or non-recurring items that we exclude from our calculation of these non-GAAP financial measures.

Free cash flow — We calculate free cash flow as net cash provided by operating activities less purchases of property and equipment, which measures our ability to generate cash from our business operations after our capital expenditures.

Total end customers — We define the number of end customers as the number of end customers for which we have received an order by the last day of the period, excluding partners to which we have sold products for their own demonstration purposes. A single organization or customer may represent multiple end customers for separate divisions, segments, or subsidiaries, and the total number of end customers may contract due to mergers, acquisitions, or other consolidation among existing end customers.

The following table presents a reconciliation of non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income, non-GAAP operating margin, and free cash flow to the most directly comparable GAAP financial measures, for each of the periods indicated:

	Three Months Ended October 31,	
	2024	2025
	(in thousands, except percentages)	
Gross profit	\$ 508,286	\$ 583,106
Stock-based compensation	8,032	6,614
Amortization of intangible assets	767	106
Non-GAAP gross profit	<u>\$ 517,085</u>	<u>\$ 589,826</u>
Gross margin	86.0%	87.0%
Stock-based compensation	1.4%	1.0%
Amortization of intangible assets	0.1%	—
Non-GAAP gross margin	<u>87.5%</u>	<u>88.0%</u>
Operating expenses	\$ 481,036	\$ 533,771
Stock-based compensation	(80,717)	(71,146)
Amortization of intangible assets	(88)	(88)
Litigation settlement accrual and legal fees	(1,367)	(4,560)
Non-GAAP operating expenses	<u>\$ 398,864</u>	<u>\$ 457,977</u>
Operating income	\$ 27,250	\$ 49,335
Stock-based compensation	88,749	77,760
Amortization of intangible assets	855	194
Litigation settlement accrual and legal fees	1,367	4,560
Non-GAAP operating income	<u>\$ 118,221</u>	<u>\$ 131,849</u>
Operating margin	4.6%	7.4%
Stock-based compensation	15.1%	11.6%
Amortization of intangible assets	0.1%	—
Litigation settlement accrual and legal fees	0.2%	0.7%
Non-GAAP operating margin	<u>20.0%</u>	<u>19.7%</u>
Net cash provided by operating activities	\$ 161,751	\$ 196,825
Purchases of property and equipment	(9,831)	(22,319)
Free cash flow (non-GAAP)	<u>\$ 151,920</u>	<u>\$ 174,506</u>

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)****Factors Affecting Our Performance**

We believe that our future success will depend on many factors, including those described below. While these areas present significant opportunity, they also present risks that we must manage to achieve successful results. See the section titled "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended July 31, 2025 and the section titled "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q for details. If we are unable to address these challenges, our business and operating results could be materially and adversely affected.

Investment in Profitable Growth

We plan to continue investing in initiatives that support our long-term growth, while also focusing on improving our operating cash flow through operational efficiencies, including in our go-to-market functions. By maintaining this balance, we believe we can sustain profitable growth.

Investment in Sales and Marketing – Our ability to drive top-line growth depends, in large part, on our ability to capitalize on our market opportunity, including our ability to recruit, train and retain sufficient numbers of ramped sales personnel. We plan to continue investing in sales and marketing functions, including initiatives focused on opportunities with major accounts, large deals, and commercial accounts, as well as other initiatives to increase our pipeline growth. As we continue to recruit additional sales representatives, it will take time to train and ramp them to full productivity. As a result, we expect that our overall sales and marketing expense will increase in the near term. We estimate, based on past experience, that our average sales team members typically become fully ramped up around the start of their fourth quarter of employment with us, and as our newer employees ramp up, we expect their increased productivity to contribute to our revenue growth. As we continue to focus some of our newer and existing sales team members on major accounts and large deals, and as we operate our subscription-based business model, it may take longer, potentially significantly, for these sales team members to become fully productive, and there may also be an impact to the overall productivity of our sales team. As part of our overall efforts to improve our operating margin performance, we have also proactively taken steps to increase our go-to-market productivity and over time, we intend to reduce our overall sales and marketing spend as a percentage of revenue. These measures include addressing a growing mix of renewals, which have a lower cost than landing new customers or expanding into our existing customer base, improving the efficiency of our demand generation spend, increasing leverage of our channel partners and OEMs, including supporting new OEMs, and optimizing headcount in geographies based on market opportunities.

Investment in Research and Development – We plan to continue investing in our global research and development teams to support enhancements to our solutions, improve integration with ecosystem partners and expand the range of technologies and features available through our platform. These investments are intended to strengthen our core offerings and enable us to respond to evolving technology trends, including developments in generative AI and modern applications across hybrid and multicloud environments.

We believe that these investments will support our long-term growth strategy, although they may result in increased expenses and adversely affect our profitability in the near term.

Our Subscription-Based Business Model

We operate a subscription-based business model to provide our customers with the flexibility to choose their preferred license levels and durations based on their specific business needs. A subscription-based business model means one in which our products, including associated support and maintenance arrangements, are sold with a defined duration. Subscription-based sales consist of subscription term-based licenses and offerings with ongoing performance obligations, including software maintenance subscriptions, support subscriptions and cloud-based SaaS offerings. Revenue from subscription term-based licenses is generally recognized upfront upon transfer of control to the customer, which occurs when we make the software available to the customer. Accordingly, any reduction in the total average contract duration of our subscription term-based licenses would decrease the amount of license revenue recognized upfront and could adversely affect our revenue for the applicable period. Revenue from software maintenance subscriptions, support subscriptions and cloud-based SaaS offerings is recognized ratably over the contractual service period. Accordingly, any decline in such subscriptions, whether new subscriptions or renewals, in any given fiscal quarter may not be fully or immediately reflected in our revenue for that quarter. For additional information on revenue recognition, see Note 2 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)*****Market Adoption of Our Products***

Hybrid and multicloud architectures, as well as trends in enterprise AI and modern containerized applications, have affected IT buyer expectations around the simplicity, agility, scalability, portability, and pay-as-you-grow economics of IT resources. A key focus of our sales and marketing efforts is creating market awareness of the benefits of our platform. This includes our newer solutions that extend beyond our core hyperconverged infrastructure offering, both as compared to traditional data center architectures, as well as the public cloud, particularly as we continue to pursue large enterprises and mission critical workloads. Our business and operating results will be significantly affected by the degree to and speed with which organizations adopt our platform.

Leveraging Partners

We plan to continue to leverage our relationships with our channel and OEM partners and expand our network of cloud and ecosystem partners, all of which help to drive the adoption and sale of our solutions with our end customers. We sell our solutions primarily through our partners, and our solutions primarily run on hardware platforms that our customers often choose to purchase from our channel or OEM partners. We believe that increasing channel leverage, particularly as we expand our focus on opportunities in commercial accounts, by investing in sales enablement and co-marketing with our channel and OEM partners in the long term will extend and improve our engagement with a broad set of end customers. Our reliance on manufacturers, including our channel and OEM partners, to produce the hardware platforms on which our software runs exposes us to supply chain delays, which could impair our ability to provide services to end customers in a timely manner. Our business and results of operations will be significantly affected by our success in leveraging our relationships with our channel and OEM partners and expanding our network of cloud and ecosystem partners.

Customer Acquisition, Retention and Expansion

Our business and operating results will depend on our ability to obtain new end customers and retain and sell additional solutions to our existing base of end customers. Our ability to obtain new end customers and retain and sell additional solutions to existing customers will in turn depend in part on a number of factors. These factors include our ability to: execute on our business plans, vision, and objectives (including our growth and go-to-market strategies), respond to competitive pressures, effectively maintain existing and future customer relationships, continue to innovate by adding new functionality and improving usability of our solutions in a manner that addresses our end customers' needs and requirements, and optimally price our solutions in light of marketplace conditions, our ability to respond to competitive pressures, manage our costs, and anticipate and manage customer demand. Furthermore, our subscription-based business model and product transitions may cause concerns among our customer base, including concerns regarding changes to pricing over time, and may also result in confusion among new and existing end customers, for example, regarding our pricing models. Such concerns and/or confusion can slow adoption and renewal rates among our current and future customer base.

Our end customers typically deploy our technology for a specific workload initially. After a new end customer's initial order, which includes the product and associated software maintenance subscriptions, support subscription and services, we focus on expanding our footprint by serving more workloads. We also generate recurring revenue from renewals, and given our subscription-focused business model, these renewals are having an increasing significance for our future revenue streams as existing subscriptions come up for renewal. We view continued purchases and upgrades as critical drivers of our success. As of October 31, 2025, our net dollar-based retention rate ("NRR") was 109%, compared to 112% as of October 31, 2024. NRR is calculated as of the end of a twelve-month period. We calculate NRR by starting with the ARR for all customers with subscription contracts at the beginning of the period. We then divide end-of-the-period ARR for the same customer group by the beginning-of-the-period ARR. NRR is a performance measure that we believe provides useful information to our management and investors as it provides an indication of our ability to retain and expand ARR from our existing customer base.

Over time, our sales pipeline has evolved to include a higher mix of larger deal opportunities, which often take longer to close and require more levels of review from the customer's executive team, involve greater competition, and have greater variability in timing, outcome and deal structure. These trends drive greater variability in our ability to land new customers and expand sales to existing customers, and our top-line results may be adversely affected.

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)*****Macroeconomic Conditions***

Our overall performance depends in part on worldwide economic and geopolitical conditions and their impact on customer and partner behavior. Macroeconomic conditions, including inflation, fluctuations in interest rates, foreign currency fluctuations, tariffs or other trade restrictions, geopolitical issues, changes in government policy or spending, and other changes in economic conditions, may adversely affect the buying patterns of our customers and prospective customers, including the length of sales cycles, our overall pipeline and pipeline conversion, and our top-line growth expectations. Due to our subscription-focused business model, any impact of the current macroeconomic environment on our business, particularly as a result of changes in our customer and partner behavior, may not be fully reflected in our results of operations until future periods, if at all. As we continue to monitor the direct and indirect impacts of the current environment, the broader implications of macroeconomic conditions on our business, results of operations and financial condition, particularly in the long term, remain uncertain.

Components of Our Results of Operations***Revenue***

We generate revenue primarily from the sale of the Nutanix Cloud Platform, sold primarily as subscription term-based licenses, and which can be deployed on a variety of qualified hardware platforms or, in the case of our cloud-based SaaS offerings, via hosted service or delivered pre-installed on a server that is configured to order. Non-portable software licenses are delivered or sold alongside configured-to-order servers and can be used over the life of the associated server.

Our subscription term-based licenses are sold separately, or can be sold alongside configured-to-order servers. Our subscription term-based licenses typically have a term of one to five years. Our cloud-based SaaS subscriptions have terms extending up to five years.

Our customers generally purchase their qualified hardware platforms for deployment of our software from one of our channel partners or OEMs. Our platform typically includes one or more years of support and maintenance, which provides customers with the right to software upgrades and enhancements as well as technical support. Our platform is primarily sold through channel partners and OEMs. Revenue is recognized net of sales tax and withholding tax.

Product revenue — Product revenue primarily consists of software revenue. A majority of our product revenue is generated from the sale of the Nutanix Cloud Platform. We also sell renewals of previously purchased software licenses and SaaS offerings. We recognize revenue from our software products upon the transfer of control to the customer. For sales that include a server from a channel partner or OEM, revenue is typically recognized upon shipment of the server. For sales of software sold without a server, revenue is typically recognized when the software is made available to the customer. For our SaaS offerings, revenue is typically recognized as the services are performed. In the infrequent transactions where the hardware is purchased directly from Nutanix, we consider ourselves to be the principal in the transaction and we record revenue and costs of goods sold on a gross basis.

Support, maintenance and other services revenue — We generate our support, maintenance and other services revenue primarily from software maintenance subscriptions and support subscriptions, which include the right to software upgrades and enhancements as well as technical support. The majority of our product sales are sold in conjunction with software maintenance subscriptions and support subscriptions, with terms ranging from one to five years. Occasionally, we also sell professional services with our products. We recognize revenue from software maintenance subscriptions and support contracts ratably over the contractual service period, which typically commences upon transfer of control of the corresponding products to the customer. We recognize revenue related to professional services as they are performed.

Cost of Revenue

Cost of product revenue — Cost of product revenue consists of costs paid to OEM partners, hardware costs, personnel costs associated with our operations function, consisting of salaries, benefits, bonuses, and stock-based compensation, cloud-based costs associated with our SaaS offerings, and allocated costs. Allocated costs consist of certain facilities, depreciation and amortization, recruiting, and information technology costs that are allocated based on headcount.

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

Cost of support, maintenance and other services revenue — Cost of support, maintenance and other services revenue includes personnel and operating costs associated with our global customer support and services organization, as well as allocated costs. We expect our cost of support, maintenance and other services revenue to increase in absolute dollars as our support, maintenance and other services revenue increases.

Operating Expenses

Our operating expenses consist of sales and marketing, research and development and general and administrative expenses. The largest component of our operating expenses is personnel costs. Personnel costs consist of wages, benefits, bonuses and, with respect to sales and marketing expenses, sales commissions.

Sales and marketing — Sales and marketing expense consists primarily of personnel costs, including sales commissions. Sales and marketing expense also includes costs for promotional activities and other marketing costs, travel expenses, costs associated with demonstration units, including depreciation, and allocated costs. Commissions are deferred and recognized as we recognize the associated revenue. We expect sales and marketing expense to continue, in the long term, to increase in absolute dollars as part of our long-term plans to invest in our growth. However, as part of our overall efforts to improve our operating cash flow performance, we have also proactively taken steps to increase our go-to-market productivity and over time, we intend to reduce our overall sales and marketing spend as a percentage of revenue. As we continue to recruit additional sales representatives, it will take time to train and ramp them to full productivity. As a result, our sales and marketing expense may fluctuate.

Research and development — Research and development ("R&D") expense consists primarily of personnel costs, as well as other direct and allocated costs. We have devoted our product development efforts primarily to enhancing the functionality and expanding the capabilities of our solutions. R&D costs are expensed as incurred, unless they meet the criteria for capitalization. We expect R&D expense, in the long term, to increase in absolute dollars as part of our long-term plans to invest in our future products and services, including our newer subscription-based products, although R&D expense may fluctuate as a percentage of total revenue and, on an absolute basis, from quarter to quarter.

General and administrative — General and administrative ("G&A") expense consists primarily of personnel costs, which include our executive, finance, human resources, and legal organizations. G&A expense also includes outside professional services, which consists primarily of legal, accounting and other consulting costs, as well as insurance and other costs associated with being a public company and allocated costs. We expect G&A expense, in the long term, to increase in absolute dollars, particularly due to additional legal, accounting, insurance, and other costs associated with our growth, although G&A expense may fluctuate as a percentage of total revenue and, on an absolute basis, from quarter to quarter.

Other Income (Expense), Net

Other income (expense), net consists primarily of interest income and expense, which includes the amortization of the debt discount and debt issuance costs associated with our outstanding 0.25% convertible senior notes due 2027 (the "2027 Notes") and our outstanding 0.50% convertible senior notes due 2029 (the "2029 Notes"), interest expense on the 2027 Notes and 2029 Notes, inducement expense related to the partial repurchase of the 2027 Notes, interest income related to our short-term investments, and foreign currency exchange gains or losses.

Provision for Income Taxes

Provision for income taxes consists primarily of income taxes for certain foreign jurisdictions in which we conduct business and federal and state income taxes in the United States. We have recorded a full valuation allowance related to our federal and state net operating losses and other net deferred tax assets due to the uncertainty of the ultimate realization of the future benefits of those assets.

The One Big Beautiful Bill Act ("OBBBA"), signed into law on July 4, 2025, has officially repealed the amortization requirement under IRC Section 174, restoring immediate expensing for domestic R&E expenditures. Effective for taxable years beginning after December 31, 2024, taxpayers may deduct domestic R&E expenditures immediately and for the R&E expenditures capitalized from 2022 to 2024, OBBBA also allows taxpayers to make an election to accelerate the deductions over one year or two years. We have assessed the impact of OBBBA on our fiscal 2026 provision for income taxes and determined that there is no material impact to our financial statements for fiscal 2026.

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Results of Operations

The following tables set forth our condensed consolidated results of operations in dollars and as a percentage of total revenue for the periods presented. The period-to-period comparison of results is not necessarily indicative of results for future periods.

	Three Months Ended October 31,	
	2024	2025
(in thousands)		
Revenue:		
Product	\$ 301,919	\$ 349,003
Support, maintenance and other services	289,037	321,573
Total revenue	<u>590,956</u>	<u>670,576</u>
Cost of revenue:		
Product ⁽¹⁾⁽²⁾	8,370	4,292
Support, maintenance and other services ⁽¹⁾	74,300	83,178
Total cost of revenue	<u>82,670</u>	<u>87,470</u>
Gross profit	<u>508,286</u>	<u>583,106</u>
Operating expenses:		
Sales and marketing ⁽¹⁾⁽²⁾	253,401	285,233
Research and development ⁽¹⁾	173,959	187,482
General and administrative ⁽¹⁾	53,676	61,056
Total operating expenses	<u>481,036</u>	<u>533,771</u>
Income from operations	<u>27,250</u>	<u>49,335</u>
Other income, net	9,573	16,239
Income before provision for income taxes	<u>36,823</u>	<u>65,574</u>
Provision for income taxes	6,897	3,478
Net income	<u>\$ 29,926</u>	<u>\$ 62,096</u>

⁽¹⁾ Includes stock-based compensation expense as follows:

Product cost of revenue	\$ 1,212	\$ 359
Support, maintenance and other services cost of revenue	6,820	6,255
Sales and marketing	20,648	17,760
Research and development	43,562	39,501
General and administrative	16,507	13,885
Total stock-based compensation expense	<u>\$ 88,749</u>	<u>\$ 77,760</u>

⁽²⁾ Includes amortization of intangible assets as follows:

Product cost of revenue	\$ 767	\$ 106
Sales and marketing	88	88
Total amortization of intangible assets	<u>\$ 855</u>	<u>\$ 194</u>

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

	Three Months Ended October 31,	
	2024	2025
	(as a percentage of total revenue)	
Revenue:		
Product	51.1%	52.0%
Support, maintenance and other services	48.9%	48.0%
Total revenue	100.0%	100.0%
Cost of revenue:		
Product	1.4%	0.6%
Support, maintenance and other services	12.6%	12.4%
Total cost of revenue	14.0%	13.0%
Gross profit	86.0%	87.0%
Operating expenses:		
Sales and marketing	42.9%	42.5%
Research and development	29.4%	28.0%
General and administrative	9.1%	9.1%
Total operating expenses	81.4%	79.6%
Income from operations	4.6%	7.4%
Other income, net	1.6%	2.4%
Income before provision for income taxes	6.2%	9.8%
Provision for income taxes	1.2%	0.5%
Net income	5.0%	9.3%

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)
Comparison of the Three Months Ended October 31, 2024 and 2025
Revenue

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
Product	\$ 301,919	\$ 349,003	\$ 47,084	16%
Support, maintenance and other services	289,037	321,573	32,536	11%
Total revenue	\$ 590,956	\$ 670,576	\$ 79,620	13%

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
U.S.	\$ 332,728	\$ 385,973	\$ 53,245	16%
Europe, the Middle East and Africa	151,191	173,780	22,589	15%
Asia Pacific	95,819	90,085	(5,734)	(6)%
Other Americas	11,218	20,738	9,520	85%
Total revenue	\$ 590,956	\$ 670,576	\$ 79,620	13%

Product revenue increased by approximately \$47.1 million, or 16%, for the three months ended October 31, 2025, as compared to the prior year period, due primarily to increases in software revenue as a result of increased adoption of our products, driven by growth in software renewals and the various programs we have put in place to attract new customers onto our platform and expand with existing customers.

Support, maintenance and other services revenue increased by approximately \$32.5 million, or 11%, for the three months ended October 31, 2025, as compared to the prior year period, in conjunction with the growth of our end customer base, which grew approximately 10% from October 31, 2024 to October 31, 2025, and the related software maintenance and support subscription contracts and renewals.

For the three months ended October 31, 2024, the total average contract duration was approximately 3.1 years. For the three months ended October 31, 2025, the total average contract duration was approximately 3.1 years. Total average contract duration represents the dollar-weighted term across all subscription contracts, as well as our limited number of life-of-device contracts billed during the period, using an assumed term of five years for licenses without a specified term, such as life-of-device licenses.

Cost of Revenue and Gross Margin

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
Cost of product revenue	\$ 8,370	\$ 4,292	\$ (4,078)	(49)%
<i>Product gross margin</i>	97.2%	98.8%		
Cost of support, maintenance and other services revenue	\$ 74,300	\$ 83,178	\$ 8,878	12%
<i>Support, maintenance and other services gross margin</i>	74.3%	74.1%		
Total gross margin	86.0%	87.0%		

Cost of product revenue

Cost of product revenue decreased for the three months ended October 31, 2025, as compared to the prior year period, due primarily to decreases in overhead resulting from lower operating and finance lease costs.

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Product gross margin increased by approximately 1.6 percentage points for the three months ended October 31, 2025, as compared to the prior year period, due primarily to product revenue increasing while cost of product revenue decreased.

Cost of support, maintenance and other services revenue

Cost of support, maintenance and other services revenue increased for the three months ended October 31, 2025, as compared to the prior year period, due primarily to higher personnel-related costs, including costs for contractors, resulting from growth in our global customer support organization, as well as an increase in bonus expense and benefits costs.

Support, maintenance and other services gross margin decreased by approximately 0.2 percentage points for the three months ended October 31, 2025, as compared to the prior year period, due primarily to support, maintenance and other services revenue growing at a slower rate than personnel-related costs.

Operating Expenses
Sales and marketing

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
Sales and marketing	\$ 253,401	\$ 285,233	\$ 31,832	13%
Percent of total revenue	42.9%	42.5%		

Sales and marketing expense increased for the three months ended October 31, 2025, as compared to the prior year period, due primarily to higher personnel-related costs resulting from the 8% growth in our sales and marketing headcount from October 31, 2024 to October 31, 2025, as well as increased marketing spend on events.

Research and development

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
Research and development	\$ 173,959	\$ 187,482	\$ 13,523	8%
Percent of total revenue	29.4%	28.0%		

Research and development expense increased for the three months ended October 31, 2025, as compared to the prior year period, due primarily to higher personnel-related costs due to the 13% growth in our R&D headcount from October 31, 2024 to October 31, 2025, as well as an increase in bonus expense and benefits costs.

General and administrative

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
General and administrative	\$ 53,676	\$ 61,056	\$ 7,380	14%
Percent of total revenue	9.1%	9.1%		

General and administrative expense increased for the three months ended October 31, 2025, as compared to the prior year period, due primarily to higher legal and outside services costs and higher personnel-related costs, resulting from the 9% growth in our G&A headcount from October 31, 2024 to October 31, 2025, as well as an increase in overhead resulting from higher operating and finance lease costs.

NUTANIX, INC.
Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)
Other Income (Expense), Net

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
Interest income, net	\$ 11,094	\$ 19,834	\$ 8,740	79%
Amortization of debt discount and issuance costs and interest expense	(745)	(2,993)	(2,248)	(302)%
Other	(776)	(602)	174	22%
Other income (expense), net	<u>\$ 9,573</u>	<u>\$ 16,239</u>	<u>\$ 6,666</u>	70%

Other income (expense), net increased for the three months ended October 31, 2025, as compared to the prior year period, due primarily to an increase in interest income from our short-term investments, which increased from \$358.8 million as of October 31, 2024 to \$1,281.8 million as of October 31, 2025, partially offset by an increase in interest expense related to our convertible notes, as the 2029 Notes were issued in the second quarter of fiscal 2025.

Provision for Income Taxes

	Three Months Ended October 31,		Change	
	2024	2025	\$	%
	(in thousands, except percentages)			
Provision for income taxes	\$ 6,897	\$ 3,478	\$ (3,419)	(50)%

The decrease in the income tax provision for the three months ended October 31, 2025, as compared to the prior year period, was due primarily to a decrease in our effective tax rate, which was largely driven by an increase in U.S. income, partially offset by the utilization of net operating losses that have a full valuation allowance.

Liquidity and Capital Resources

Our principal sources of liquidity are cash, cash equivalents and marketable securities and net accounts receivable. As of October 31, 2025, we had approximately \$780.4 million of cash and cash equivalents and \$1,281.8 million of short-term investments, which were held for general corporate purposes. Our restricted cash balance was not material. Our cash, cash equivalents and short-term investments primarily consist of bank deposits, money market accounts and highly rated debt instruments of the U.S. government and its agencies and debt instruments of highly rated corporations. As of October 31, 2025, we had accounts receivable of approximately \$335.9 million, net of allowances of \$2.2 million.

In September 2021, we issued convertible senior notes with a 0.25% interest rate for an aggregate principal amount of \$575.0 million due 2027, of which \$477.3 million in principal amount was issued in exchange for approximately \$416.5 million principal amount of the 2023 Notes and the remaining \$97.7 million in principal amount was issued for cash. There are no required principal payments on the 2027 Notes prior to their maturity.

In December 2024, we issued convertible senior notes with a 0.50% interest rate for an aggregate principal amount of \$862.5 million due 2029. We used approximately \$95.5 million of the net proceeds from the offering to repurchase \$75.0 million aggregate principal amount of the outstanding 2027 Notes. There are no required principal payments on the 2029 Notes prior to their maturity.

In February 2025, we entered into a revolving credit agreement (the "Revolver") that provides for a senior secured revolving credit facility in an aggregate principal amount of \$500.0 million, including a \$25.0 million sublimit for the issuance of letters of credit. The Revolver matures in February 2030, subject to earlier springing maturity under certain circumstances. As of October 31, 2025, we had no borrowings and an immaterial amount of letters of credit outstanding under the Revolver. The Revolver contains customary affirmative and negative covenants (including a financial covenant and restrictions on liens, investments, indebtedness, fundamental changes, restricted payments, transactions with affiliates, prepayments of subordinated debt and other matters, all subject to certain exceptions). The financial covenant requires us to maintain a total leverage ratio of less than or equal to 3.75:1.00, tested at the end of each fiscal quarter. As of October 31, 2025, we were in compliance with the financial covenant.

NUTANIX, INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

For additional information regarding our debt offerings, see Note 5 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

We believe that our cash, cash equivalents and short-term investments, available borrowing capacity under the Revolver, and our expected net cash provided by operating activities will be sufficient to meet our anticipated cash needs, including for working capital, capital expenditures, share repurchases (if any), the payment of taxes related to the net share settlement of equity awards, and convertible notes servicing and repayment requirements, for at least the next 12 months. Our future cash needs will depend on many factors, including our growth strategy and plans, the timing and extent of spending to support research and development and engineering efforts; the expansion of sales and marketing activities; the introduction of new and enhanced product and service offerings; the continuing market acceptance of our products; our end customers and partners; any acquisitions of businesses, technologies or products; any share repurchases; and market, economic and financial conditions (including inflation and interest rates). Holders of the 2027 Notes or the 2029 Notes will be entitled to convert their 2027 Notes or 2029 Notes under certain circumstances as described in Note 5 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. If one or more holders elect to convert their 2027 Notes or 2029 Notes, as applicable, we may elect to satisfy our conversion obligation by delivering shares of our Class A common stock or a combination of cash and shares of Class A common stock, rather than exclusively in cash.

Purchase Obligations, Lease Commitments and Other Obligations

As of October 31, 2025, we had non-cancelable contractual purchase obligations of \$166.9 million, all of which was short-term. These purchase obligations primarily include guarantees with contract manufacturers and purchase obligations and other commitments pertaining to our daily business operations.

As of October 31, 2025, we had aggregate future minimum lease payments under non-cancelable operating leases and finance leases of \$189.7 million, of which \$41.7 million was short-term. Non-cancelable leases include leases that have been executed, but not yet commenced. We lease offices, research and development facilities, and data centers under operating leases expiring through October 2030 and lease certain data center equipment under finance leases.

As of October 31, 2025, we had accrued liabilities related to uncertain tax positions, which are reflected on our consolidated balance sheet. These accrued liabilities are not reflected in the contractual obligations disclosed above, as it is uncertain if or when such amounts will ultimately be settled.

Capital Return

In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock. In August 2025, our Board of Directors approved a \$350.0 million increase to the share repurchase authorization. Repurchases will be funded from available liquidity and may be made from time to time through open market purchases, in privately negotiated transactions, or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act in accordance with applicable securities laws and other restrictions. The timing and amount of share repurchases will depend upon prevailing stock prices, business and market conditions, corporate and regulatory requirements, alternative investment opportunities, and other factors. The authorization has no expiration date, may be modified, suspended or discontinued at any time, and does not obligate us to repurchase any minimum number of shares. For more information on the share repurchase, refer to Note 8 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Three Months Ended October 31,	
	2024	2025
	(in thousands)	
Net cash provided by operating activities	\$ 161,751	\$ 196,825
Net cash used in investing activities	(28,194)	(74,547)
Net cash used in financing activities	(72,225)	(111,359)
Net increase in cash, cash equivalents and restricted cash	<u>\$ 61,332</u>	<u>\$ 10,919</u>

NUTANIX, INC.**Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)*****Cash Flows from Operating Activities***

Net cash provided by operating activities was approximately \$196.8 million for the three months ended October 31, 2025, compared to approximately \$161.8 million for the three months ended October 31, 2024. The increase in cash provided by operating activities for the three months ended October 31, 2025 was due primarily to the increase in our net income from operations.

Cash Flows from Investing Activities

Net cash used in investing activities of approximately \$28.2 million for the three months ended October 31, 2024 included approximately \$110.0 million of short-term investment purchases and \$9.8 million of purchases of property and equipment, partially offset by \$91.6 million of maturities of short-term investments.

Net cash used in investing activities of approximately \$74.5 million for the three months ended October 31, 2025 included approximately \$290.1 million of short-term investment purchases and \$22.3 million of purchases of property and equipment, partially offset by approximately \$236.6 million of maturities of short-term investments and \$1.3 million of sales of short-term investments.

Cash Flows from Financing Activities

Net cash used in financing activities of approximately \$72.2 million for the three months ended October 31, 2024 included approximately \$79.3 million of taxes paid related to the net share settlement of equity awards, \$20.1 million of repurchases of our Class A common stock, and \$1.0 million of payments for finance lease obligations, partially offset by \$28.1 million of proceeds from the sale of shares through employee equity incentive plans.

Net cash used in financing activities of approximately \$111.4 million for the three months ended October 31, 2025 included approximately \$89.2 million of taxes paid related to the net share settlement of equity awards and \$50.2 million of repurchases of our Class A common stock, partially offset by approximately \$29.0 million of proceeds from the sale of shares through employee equity incentive plans.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the applicable periods. We evaluate our estimates, assumptions and judgments on an ongoing basis. Our estimates, assumptions and judgments are based on historical experience and various other factors that we believe to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our condensed consolidated financial statements, which, in turn, could change the results from those reported.

There have been no material changes to our critical accounting policies and estimates as compared to those described in our Annual Report on Form 10-K for the fiscal year ended July 31, 2025.

Recent Accounting Pronouncements

See Note 1 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for a full description of recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally and we are exposed to market risk in the ordinary course of business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates and interest rates.

Foreign Currency Risk

Our condensed consolidated results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. Substantially all of our sales contracts are denominated in U.S. dollars. Our expenses are generally denominated in the currencies of the countries where our operations are located. To date, we have not undertaken any hedging transactions related to foreign currency exposure, but we may do so in the future if our exposure to foreign currency should become more significant. As our international operations grow, we will continue to reassess our approach to manage our risk relating to fluctuations in currency rates. In the event our foreign sales and expenses increase, our operating results may be more significantly affected by foreign currency exchange rate fluctuations, which can affect our operating income or loss. The effect of a hypothetical 10% change in foreign currency exchange rates on our non-U.S. dollar monetary assets and liabilities would not have had a material impact on our historical condensed consolidated financial statements. Foreign currency transaction gains and losses and exchange rate fluctuations have not been material to our condensed consolidated financial statements.

A hypothetical 10% decrease in the U.S. dollar against other currencies would result in an increase in our operating loss of approximately \$17.5 million and \$21.0 million for the three months ended October 31, 2024 and 2025, respectively. The increase in this hypothetical change is due to an increase in our expenses denominated in foreign currencies. This analysis disregards the possibilities that rates can move in opposite directions and that losses from one geographic area may be offset by gains from another geographic area.

Interest Rate Risk

Our investment objective is to conserve capital and maintain liquidity to support our operations; therefore, we generally invest in highly liquid securities, consisting primarily of bank deposits, money market funds, commercial paper, U.S. government securities and corporate bonds. Such fixed and floating interest-earning instruments carry a degree of interest rate risk. The fair market value of fixed income securities may be adversely impacted by a rise in interest rates, while floating rate securities may produce less income than predicted if interest rates fall. Due to the short-term nature of our investment portfolio, we do not believe an immediate 10% increase or decrease in interest rates would have a material effect on the fair market value of our portfolio. Therefore, we do not expect our operating results or cash flows to be materially affected by any sudden change in interest rates.

In February 2025, we entered into the Revolver, which provides for a senior secured revolving credit facility in an aggregate principal amount of \$500.0 million, including a \$25.0 million sublimit for the issuance of letters of credit. At our option, and subject to certain conditions, any borrowings under the Revolver bear interest at a variable rate tied to a base rate, a term Secured Overnight Financing Rate or an alternative currency term rate, plus, in each case, an applicable margin based on our total leverage ratio. Consequently, our interest expense could fluctuate as a result of the variable interest rates applicable to any borrowings under the Revolver. As of October 31, 2025, we had no borrowings and an immaterial amount of letters of credit outstanding under the Revolver.

As of October 31, 2025, we had outstanding \$500.0 million aggregate principal amount of 2027 Notes and \$862.5 million aggregate principal amount of 2029 Notes. The 2027 Notes and the 2029 Notes are not recorded at fair value but are measured at fair value on a quarterly basis for disclosure purposes. See Note 3 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. The 2027 Notes and the 2029 Notes have a fixed annual interest rate and therefore we have no economic exposure to changes in interest rates. However, the fair value of the 2027 Notes and the 2029 Notes is affected by interest rates. Generally, the fair value of the 2027 Notes and the 2029 Notes will increase as interest rates decrease and decrease as interest rates increase. In addition, the fair values of the 2027 Notes and the 2029 Notes are affected by the price of our Class A common stock. The fair value of the 2027 Notes and the 2029 Notes will generally increase as the price of our Class A common stock increases and will generally decrease as the price of our Class A common stock decreases.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report. Based on management's evaluation, our principal executive officer and principal financial officer concluded, as of the end of the period covered by this report, that our disclosure controls and procedures are effective at a reasonable assurance level.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the most recently completed fiscal quarter ended October 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

The information set forth under the "Legal Proceedings" subheading in Note 7 of Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

You should carefully consider the risks and uncertainties described under the heading "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended July 31, 2025, which is incorporated herein by reference, together with all of the other information contained in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations", before making a decision to invest in our Class A common stock. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that affect our business. There have been no material changes from the risks and uncertainties previously disclosed under the "Risk Factors" section in our Annual Report on Form 10-K for the fiscal year ended July 31, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Unregistered Sales of Equity Securities**

None.

Issuer Purchases of Equity Securities

The following table summarizes the share repurchase activity for the three months ended October 31, 2025:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
		(in thousands, except per share amounts)		
August 1 - 31, 2025	266	\$ 69.30	266	\$ 443,021
September 1 - 30, 2025	180	\$ 74.90	180	\$ 429,559
October 1 - 31, 2025	258	\$ 70.22	258	\$ 411,468
Total	704		704	

(1) In August 2023, our Board of Directors authorized the repurchase of up to \$350.0 million of our Class A common stock. In August 2025, our Board of Directors approved a \$350.0 million increase to the share repurchase authorization. We may repurchase shares from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act in accordance with applicable securities laws and other restrictions. The timing and amount of share repurchases will depend upon prevailing stock prices, business and market conditions, corporate and regulatory requirements, alternative investment opportunities, and other factors. The authorization has no expiration date, may be modified, suspended or discontinued at any time, and does not obligate us to repurchase any minimum number of shares.

This table excludes shares withheld from stock awards to settle employee withholding obligations related to the vesting of such awards.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended October 31, 2025, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K).

Item 6. Exhibits

See the Exhibit Index below for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>		
10.1	Form of Global Restricted Stock Unit Agreement for Performance-Based Restricted Stock Units (Fiscal Year 2026) under the 2016 Equity Incentive Plan					X
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document					X
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

* These exhibits are furnished with this Quarterly Report on Form 10-Q and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of Nutanix, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filings.

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 thereunto duly authorized.

Date: December 4, 2025

NUTANIX, INC.

/s/ Rukmini Sivaraman

Rukmini Sivaraman

Chief Financial Officer

(Principal Financial Officer)

NUTANIX, INC.
2016 EQUITY INCENTIVE PLAN
GLOBAL RESTRICTED STOCK UNIT AGREEMENT
(FOR FISCAL YEAR 2026 PERFORMANCE-BASED RESTRICTED STOCK UNITS)

Unless otherwise defined herein, the terms defined in the Nutanix, Inc. 2016 Equity Incentive Plan (the “Plan”) will have the same defined meanings in this Global Restricted Stock Unit Agreement, including the Notice of Restricted Stock Unit Grant (the “Notice of Grant”), the Terms and Conditions of Restricted Stock Unit Grant, attached hereto as Exhibit A, and the Country-Specific Terms and Conditions, attached hereto as Exhibit B (collectively this “Award Agreement”).

NOTICE OF RESTRICTED STOCK UNIT GRANT

Participant: _____

Participant has been granted the right to receive an Award of Restricted Stock Units, subject to the terms and conditions of the Plan and this Award Agreement, as follows:

Grant Number: _____

Date of Grant: _____

Target Restricted Stock Units: _____

Vesting Schedule:

The Restricted Stock Units will vest in accordance with the Performance Condition Appendix attached hereto.

In the event Participant ceases to be a Service Provider for any or no reason before Participant vests in the Restricted Stock Units, the Restricted Stock Units and Participant’s right to acquire any shares of Class A common stock (“Shares”) hereunder will immediately terminate.

For purposes of this Award, Participant’s status as a Service Provider will be considered terminated as of the date Participant is no longer actively providing services to Nutanix, Inc. (the “Company”) or any Parent or Subsidiary of the Company (regardless of the reason for such termination and whether or not later found to be invalid or in breach of employment laws in the jurisdiction where Participant is employed or the terms of Participant’s employment or service agreement, if any). Unless explicitly required by applicable legislation, such date will not be extended by any notice period (e.g., Participant’s period of service would not include any contractual notice period or any period of “garden leave” or similar period mandated under employment laws in the jurisdiction where Participant is employed or the terms of Participant’s employment or service agreement, if any). Unless otherwise expressly provided in the Plan or the Award Agreement or determined by the Company, Participant’s right to vest in the Restricted Stock Units under the Plan, if any, will terminate as of such date and Participant will not earn, or

be entitled to earn, any pro-rated vesting for that portion of time before the date on which the Participant 's right to vest terminates, nor will Participant be entitled to any compensation for lost vesting.

Participant has reviewed the Plan and this Award Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Award Agreement and fully understands all provisions of the Plan and this Award Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions relating to the Plan and this Award Agreement. Participant further agrees to notify the Company upon any change in the residence address indicated above.

PARTICIPANT IS REQUIRED TO ACCEPT THIS AWARD ELECTRONICALLY BY ACCESSING THE E*TRADE FINANCIAL SERVICES, INC. ("E*TRADE") WEBSITE AT WWW.ETRADE.COM. BY CLICKING ON THE "ACCEPT" BUTTON ON THE E*TRADE WEBSITE, PARTICIPANT ACCEPTS THIS AWARD AND AGREES TO BE BOUND BY THE TERMS OF THIS AWARD AGREEMENT (INCLUDING EXHIBITS A AND B HERETO) AND THE PLAN. PARTICIPANT FURTHER ACKNOWLEDGES THAT SUCH ELECTRONIC ACCEPTANCE OF THIS AWARD AGREEMENT SHALL HAVE THE SAME BINDING EFFECT AS A WRITTEN OR HARD COPY SIGNATURE.

PERFORMANCE CONDITION APPENDIX

1. Eligibility

The number of Restricted Stock Units (“RSUs”) set forth in the Notice of Grant that will be eligible to vest and to be released to Participant (1) may be more or less than the Target Restricted Stock Units set forth in the Notice of Grant but (2) may not exceed 200% of the Target Restricted Stock Units set forth in the Notice of Grant.

2. TSR Terms and Conditions

The RSUs will be eligible to vest and to be released to Participant in up to 3 installments based on the Total Shareholder Return (“TSR”) of the Company during the following performance periods (each, a “Performance Period”):

- (i) August 1, 2025 to July 31, 2026 (“Performance Period One”);
- (ii) August 1, 2025 to July 31, 2027 (“Performance Period Two”); and
- (iii) August 1, 2025 to July 31, 2028 (“Performance Period Three”).

Up to 1/3 of the RSUs will be eligible to vest as a result of performance for each of Performance Period One and Performance Period Two. Achievement shall be capped at 100% Achievement Percentage (as defined below) for Performance Period One and Performance Period Two.

100% of the RSUs (as may be increased as a result of any Achievement Percentage in excess of target) will be eligible to vest with respect to Performance Period Three, *less* any RSUs that already vested in Performance Period One and Performance Period Two.

3. Process for Determining Achievement in Each Performance Period. The following process will be implemented to determine the Achievement Percentage during each Performance Period.

Relative TSR. Except as provided under “*Change in Control*” below, the number of RSUs (if any) that will be eligible to vest will be determined based on the TSR of the Company (the “Company TSR”) during each Performance Period relative to the TSRs of the Indexed Companies (each, an “Indexed Company TSR”) during the applicable Performance Period, determined as follows:

Step 1: Calculate the beginning price with respect to the Company and each Indexed Company by determining the average of the closing market prices of such company’s common stock on the principal exchange on which such stock is traded for the trading days falling during the two (2) calendar months ending with the last calendar day before the beginning of the applicable Performance Period (each, a “Beginning Price”). For illustrative purposes, the Beginning Price for Performance Period One will be the average of the closing market prices for the trading days on and between June 1, 2025 and July 31, 2025. For the purpose of determining a Beginning Price, the value of dividends and other distributions (the ex-dividend date for which

occurs during the 2 calendar month measurement period) will be determined by treating them as reinvested in additional shares of stock at the closing market price on the ex-dividend date.

Step 2: Calculate the ending price with respect to the Company and each Indexed Company by determining the average of the closing market prices of such company's common stock on the principal exchange on which such stock is traded for the trading days falling during the two (2) calendar months ending with the last calendar day of the Performance Period (each, an "Ending Price"). For illustrative purposes, the Ending Price for Performance Period One will be the average of the closing market prices for the trading days on and between June 1, 2026 and July 31, 2026. For the purpose of determining an Ending Price, the value of dividends and other distributions (the ex-dividend date for which occurs during the Performance Period) will be determined by treating them as reinvested in additional shares of stock at the closing market price on the ex-dividend date.

Step 3: Calculate the Company TSR and each Indexed Company TSR by applying the following formula: $(\text{Ending Price}/\text{Beginning Price})-1$. The Company TSR and each Indexed Company TSR will each be expressed as a percent of increase (i.e., a positive percent) or decrease (i.e., a negative percent) without rounding.

Step 4: Rank the Company TSR and the Indexed Company TSRs from highest (highest positive percentage) to lowest (highest negative percentage).

Step 5: Based on the percentile ranking of the Company TSR relative to the Indexed Company TSRs under Step 4, the number of RSUs that will become Eligible RSUs for the Performance Period (if any) will be the product of (x) the Achievement Percentage (as defined below) multiplied by (y) the applicable RSUs eligible to vest during the applicable Performance Period, with the number of resulting Shares rounded up to the nearest whole Share. Achievement shall be capped at 100% Achievement Percentage for Performance Period One and Performance Period Two.

With respect to the calculations under either Performance Period Three and/or the Change in Control Performance Period (as defined below), the number of RSUs that will become Eligible RSUs (if any), as provided above, will be reduced by RSUs that already vested in Performance Period One and Performance Period Two. Further, no RSUs that had already vested and settled in either a fully completed Performance Period One or Performance Period Two would be impacted or subject to forfeiture as a result of achievement in Performance Period Three and/or the Change in Control Performance Period.

The "Achievement Percentage" for a Performance Period is the percentage achievement of the targeted Company TSR performance relative to the TSRs of the Indexed Companies for such Performance Period, and is determined based on the percentile rank of Company TSR relative to the TSRs of the Indexed Companies as follows:

Percentile Rank	Achievement Percentage
Threshold: 25 th Percentile	50%
Target: 50 th Percentile	100%
Maximum: 75 th Percentile	200%

If the Company TSR ranks among the Indexed Company TSRs at a percentile that falls between the percentile thresholds set forth above, the Achievement Percentage will be (i) determined based on a linear interpolation between the corresponding Achievement Percentages for such thresholds and (ii) expressed as a percentage (with the percentage rounded to 4 decimals). For the avoidance of doubt, there shall be 0% Achievement Percentage for a Percentile Rank below the 25th Percentile (without rounding).

For purposes of performing the calculations in Steps 1 through 5, the Administrator will be permitted to rely on a tracker established by Infinite Equity, or another 3rd party firm specialized in tracking the Company TSR and each Indexed Company TSR (the "Tracker") and any result calculated by the Tracker and used by the Administrator for purposes of this Award will be deemed to be correct and final for all purposes. The Administrator's determination as to the number of the RSUs that become Eligible RSUs will be deemed to be final and binding on Participant and will be given the maximum deference permitted by Applicable Laws.

Change in Control. Notwithstanding the foregoing paragraph, if Participant remains a Service Provider through immediately prior to a Change in Control occurring before the last day of Performance Period Three, the number of RSUs that will become Eligible RSUs (if any) will be calculated applying Steps 1 through 5, except as follows:

- (a) Rather than being determined based on the Company TSR relative to the Indexed Company TSRs during the Performance Period, the number of Eligible RSUs (if any) will instead be determined based on the Company TSR during the period beginning on August 1, 2025 and ending on the date the Change in Control occurs (the "Change in Control Performance Period") relative to the Indexed Company TSRs during the Change in Control Performance Period, and any references to the "Performance Period" under the "Relative TSR" section will refer to the "Change in Control Performance Period."
- (b) The Ending Price for purposes of calculating Company TSR during the Change in Control Performance Period will equal the price payable for a Share in connection with the Change in Control, with the final determination of the amount so payable determined by the Administrator. If all (or a portion) of the price payable for a Share in connection with the Change in Control is stock of the acquiror, such stock will be valued in the same manner as the Ending Price was determined, except using the a acquiror closing market prices rather than the Company closing market prices.
- (c) The Ending Prices for each share of an Indexed Company will be the average of the closing market prices of such company's common stock on the principal exchange on which such stock is traded for two (2) calendar months ending on the last day of the Change in Control Performance Period.
- (d) Immediately prior to the Change in Control, the Administrator will certify in writing the Company TSR percentile rank relative to the Indexed Company TSRs and the number of Eligible RSUs.

- (e) Notwithstanding Section 4 below, the number of Eligible RSUs that will vest and be settled upon the Change in Control equals the total Eligible RSUs for the Change in Control Performance Period pro-rated for the portion of Performance Period Three that has been completed through the effective date of the Change in Control, less any RSUs that vested (if at all) during Performance Period One and Performance Period Two. For example, if a Change of Control were to take effect on August 1, 2027, the number of Eligible RSUs that will vest and be settled upon the Change in Control equals 67% of the total Eligible RSUs for the Change in Control Performance Period, less any RSUs that vested (if at all) during Performance Period One and Performance Period Two.
- (f) Any remaining unvested Eligible RSUs will be subject to time-based vesting and will vest and be released to Participant on the Vesting Date, subject to Participant continuing to be a Service Provider through such Vesting Date.
- (g) For the avoidance of doubt, any existing double-trigger vesting acceleration provisions that apply to time-vested equity, whether under the Company's Change of Control and Severance Policy or another separate agreement, for Participant will apply to those Eligible RSUs subject to time-based vesting following a Change in Control.

4. Vesting and Release

Once the Administrator has determined the Achievement Percentage for a Performance Period, 100% of Participant's Eligible RSUs with respect to such Company TSRs for the Performance Period will vest and be released to Participant on the Vesting Date for that Performance Period, subject to Participant continuing to be a Service Provider through such Vesting Date.

5. Authority of the Administrator

The determination of the Achievement Percentage for any Performance Period, in each case, will be made solely by the Administrator. In making its determination, the Administrator may take into account any factors that it deems applicable. The determination, decision or action of the Administrator with respect to this Award will be final, conclusive, and binding upon Participant, and will be given the maximum possible deference permitted by law.

6. Definitions

For purposes of the above, the following terms shall have the following meanings:

"Eligible RSUs" shall mean, with respect to a Performance Period, the number, if any, of RSUs that will be eligible to vest and to be released to Participant for such Performance Period, calculated in accordance with the applicable table above, rounded downward to the nearest whole number.

"Index" means the NASDAQ Composite Index (which, as of the date of this Award Agreement, is represented by the symbol ("^IXIC")) or any successor index thereto.

“Indexed Companies” means the companies in the Index as of the beginning of the Performance Period, excluding the Company and any companies that cease trading during the Performance Period as a result of being acquired. For the avoidance of doubt, if a company that is in the Index as of the beginning of a Performance Period makes an acquisition, is removed from the index, or goes in to bankruptcy, such company shall not be excluded as an Indexed Company for that Performance Period due to such changes.

“Vesting Date” shall mean: (x) September 15, 2026, with respect to Performance Period One; (y) September 15, 2027, with respect to Performance Period Two; and (z) September 15, 2028, with respect to Performance Period Three or the Change in Control Performance Period.

EXHIBIT A

TERMS AND CONDITIONS OF RESTRICTED STOCK UNIT GRANT

1. **Grant.** The Company hereby grants to the individual named in the Notice of Grant (the “Participant”) under the Plan an Award of Restricted Stock Units, subject to all of the terms and conditions in this Award Agreement and the Plan, which are incorporated herein by reference. Subject to Section 19(c) of the Plan, in the event of a conflict between the terms and conditions of the Plan and the terms and conditions of this Award Agreement, the terms and conditions of the Plan will prevail.

2. **Company’s Obligation to Pay.** Each Restricted Stock Unit represents the right to receive a Share on the date it vests. Unless and until the Restricted Stock Units will have vested in the manner set forth in Sections 3 or 4 of this Award Agreement, Participant will have no right to payment of any such Restricted Stock Units. Prior to the actual payment of any vested Restricted Stock Units, such Restricted Stock Units will represent an unsecured obligation of the Company, payable (if at all) only from the general assets of the Company. Any Restricted Stock Units that vest in accordance with Sections 3 or 4 of this Award Agreement will be paid to Participant (or in the event of Participant’s death, to his or her estate) in whole Shares, subject to Participant satisfying any Tax-Related Items as set forth in Section 7 of this Award Agreement. Subject to the provisions of Section 4 of this Award Agreement, such vested Restricted Stock Units shall be paid in whole Shares as soon as practicable after vesting, but in each such case within the period of sixty (60) days following the vesting date. In no event will Participant be permitted, directly or indirectly, to specify the taxable year of the payment of any Restricted Stock Units payable under this Award Agreement.

3. **Vesting Schedule.** Except as provided in Section 4 of this Award Agreement, and subject to Section 5 of this Award Agreement, the Restricted Stock Units awarded by this Award Agreement will vest in accordance with the vesting provisions set forth in the Notice of Grant. Restricted Stock Units scheduled to vest on a certain date or upon the occurrence of a certain condition will not vest in accordance with any of the provisions of this Award Agreement unless Participant will have been continuously a Service Provider from the Date of Grant until the date such vesting occurs.

4. **Administrator Discretion.** The Administrator, in its discretion, may accelerate the vesting of the balance, or some lesser portion of the balance, of the unvested Restricted Stock Units at any time, subject to the terms of the Plan. If so accelerated, such Restricted Stock Units will be considered as having vested as of the date specified by the Administrator. For U.S. taxpayers, the payment of Shares vesting pursuant to this Section 4 shall in all cases be paid at a time or in a manner that is exempt from, or complies with, Section 409A.

Notwithstanding anything in the Plan or this Award Agreement to the contrary, if the vesting of the balance, or some lesser portion of the balance, of the Restricted Stock Units is accelerated in connection with Participant’s termination as a Service Provider (provided that such termination is a “separation from service” within the meaning of Section 409A, as determined by the Company), other than due to death, and if (x) Participant is a “specified employee” within the meaning of Section 409A at the time of such termination as a Service Provider and (y) the payment

of such accelerated Restricted Stock Units will result in the imposition of additional tax under Section 409A if paid to Participant on or within the six (6) month period following Participant's termination as a Service Provider, then the payment of such accelerated Restricted Stock Units will not be made until the date six (6) months and one (1) day following the date of Participant's termination as a Service Provider, unless Participant dies following his or her termination as a Service Provider, in which case, the Restricted Stock Units will be paid in Shares to Participant's estate as soon as practicable following his or her death. It is the intent of this Award Agreement that it and all payments and benefits hereunder be exempt from, or comply with, the requirements of Section 409A so that none of the Restricted Stock Units provided under this Award Agreement or Shares issuable thereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities herein will be interpreted to be so exempt or so comply. Each payment payable under this Award Agreement is intended to constitute a separate payment for purposes of U.S. Treasury Regulation Section 1.409A-2(b)(2). For purposes of this Award Agreement, "Section 409A" means Section 409A of the Code, and any final U.S. Treasury Regulations and U.S. Internal Revenue Service guidance thereunder, as each may be amended from time to time.

5. Forfeiture upon Termination of Status as a Service Provider. Notwithstanding any contrary provision of this Award Agreement, the balance of the Restricted Stock Units that have not vested as of the time of Participant's termination as a Service Provider for any or no reason and Participant's right to acquire any Shares hereunder will immediately terminate.

6. Death of Participant. Any distribution or delivery to be made to Participant under this Award Agreement will, if Participant is then deceased, be made to Participant's designated beneficiary, if so allowed by the Administrator in its sole discretion, or if no beneficiary survives Participant, the administrator or executor of Participant's estate. Any such transferee must furnish the Company with (a) written notice of his or her status as transferee, and (b) evidence satisfactory to the Company to establish the validity of the transfer and compliance with any laws or regulations pertaining to said transfer. Notwithstanding the foregoing, if Participant is employed outside the United States, Participant is not permitted to designate a beneficiary under this Award Agreement.

7. Tax Obligations.

(a) General. Participant acknowledges that, regardless of any action taken by the Company or, if different, Participant's employer (the "Employer"), the ultimate liability for all U.S. federal, state, local and non-U.S. income tax, social insurance, employment tax, payroll tax, fringe benefits tax, payment on account or other tax-related items related to participation in the Plan and legally applicable to Participant ("Tax-Related Items") is and remains Participant's responsibility and may exceed the amount actually withheld by the Company or the Employer. Participant further acknowledges that the Company and/or the Employer (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Restricted Stock Units, including, but not limited to, the grant, vesting or settlement of the Restricted Stock Units, the subsequent sale of Shares acquired pursuant to such settlement and the receipt of any dividends; and (ii) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the Restricted Stock Units to reduce or eliminate Participant's liability for Tax-Related Items or achieve any particular tax result. Further, if Participant is subject to Tax-Related Items in more than one jurisdiction, Participant acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction. Prior to any relevant

taxable or tax withholding event, as applicable, Participant will pay or make adequate arrangements satisfactory to the Company and/or the Employer to satisfy all Tax-Related Items.

(b) Administrator Discretion and Default. Pursuant to such procedures as the Administrator may specify from time to time, the Employer shall withhold the Tax-Related Items which the Company and/or Employer determines must be withheld with respect to the Award of Restricted Stock Units (the "Tax Obligations"). The Administrator, in its sole discretion and pursuant to such procedures as it may specify from time to time may permit Participant to satisfy, and Participant authorizes the Administrator to satisfy, such Withholding Tax Obligations by (i) paying cash, (ii) electing to have the Company withhold otherwise deliverable Shares having a fair market value equal to the minimum amount that is necessary to meet the withholding requirement for such Tax Obligations (or such greater amount as Participant may elect if permitted by the Administrator, if such greater amount would not result in adverse financial accounting consequences), (iii) withholding the amount of such Tax Obligations from Participant's wages or other cash compensation payable to Participant by the Company or the Employer, (iv) delivering to the Company already vested and owned Shares having a fair market value equal to such Tax Obligations, or (v) selling a sufficient number of such Shares otherwise deliverable to Participant through such means as the Company may determine in its sole discretion (whether through a broker or otherwise) equal to the minimum amount that is necessary to meet the withholding requirement for such Tax Obligations (or such greater amount as Participant may elect if permitted by the Administrator, if such greater amount would not result in adverse financial accounting consequences). As a default and unless otherwise determined by the Administrator, the Tax Obligations will be satisfied by the process set forth in clause (ii) above.

(c) Company's Obligation to Deliver Shares. For clarification purposes, in no event will the Company issue Participant any Shares unless and until arrangements satisfactory to the Administrator have been made for the payment of Participant's Tax Withholding Obligation. If Participant fails to do so by the time they become due, Participant will permanently forfeit Participant's Restricted Stock Units to which Participant's Tax Withholding Obligation relates, as well as any right to receive Shares otherwise issuable pursuant to those Restricted Stock Units.

8. Nature of Grant. In accepting the award, Participant acknowledges, understands and agrees that:

(a) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time, to the extent permitted by the Plan;

(b) the Award of Restricted Stock Units is exceptional, voluntary and occasional and does not create any contractual or other right to receive future awards of Restricted Stock Units, or benefits in lieu of Restricted Stock Units, even if Restricted Stock Units have been awarded in the past;

(c) all decisions with respect to future Restricted Stock Units or other awards, if any, will be at the sole discretion of the Company;

(d) Participant is voluntarily participating in the Plan;

(e) the Award of Restricted Stock Units and the Shares subject to the Restricted Stock Units, and the income from and value of same, are not intended to replace any pension rights or compensation provided by the Employer or required under applicable law;

(f) the Award of Restricted Stock Units and the Shares subject to the Restricted Stock Units, and the income from and value of same, are not part of normal or expected compensation for purposes of calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, holiday pay, bonuses, long-service awards, pension or retirement or welfare benefits or similar mandatory payments;

(g) the future value of the underlying Shares is unknown, indeterminable and cannot be predicted with certainty;

(h) unless otherwise provided in the Plan or by the Company in its discretion, the Restricted Stock Units and the benefits evidenced by this Award Agreement do not create any entitlement to have the Restricted Stock Units or any such benefits transferred to, or assumed by, another company nor be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Common Stock;

(i) unless otherwise agreed with the Company, in writing, the Restricted Stock Units and the Shares subject to the Restricted Stock Units, and the income from and value of same, are not granted as consideration for, or in connection with, the service Participant may provide as a director of a Subsidiary of the Company;

(j) the Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding Participant's participation in the Plan or Participant's acquisition or sale of Shares. Participant should consult with his or her personal tax, legal and financial advisors regarding Participant's participation in the Plan before taking any action related to the Plan;

(k) no claim or entitlement to compensation or damages shall arise from forfeiture of the Restricted Stock Units resulting from the termination of Participant as a Service Provider (for any reason whatsoever whether or not later found to be invalid or in breach of employment laws in the jurisdiction where Participant is employed or the terms of Participant's employment or service agreement, if any); and

(l) neither the Company, the Employer nor any Parent or Subsidiary of the Company shall be liable for any foreign exchange rate fluctuation between Participant's local currency and the United States Dollar that may affect the value of the Restricted Stock Units or of any amounts due to Participant pursuant to the settlement of the Restricted Stock Units or the subsequent sale of any Shares acquired upon settlement.

9. Data Privacy.

(a) *Participant hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of Participant's personal data as described in this*

Award Agreement and any other grant materials (“Data”) by and among, as applicable, the Employer, the Company and any Parent or Subsidiary of the Company, for the exclusive purpose of implementing, administering and managing Participant’s participation in the Plan.

(b) Participant understands that the Company and the Employer may hold certain personal information about Participant, including, but not limited to, Participant’s name, home address and telephone number, email address, date of birth, social insurance, passport or other identification number (e.g., resident registration number), salary, nationality, job title, any Shares or directorships held in the Company, details of all Restricted Stock Units or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding in Participant’s favor, for the exclusive purpose of implementing, administering and managing the Plan.

*(c) Participant understands that Data will be transferred to the Company’s stock plan service provider, currently Morgan Stanley Smith Barney, LLC and its affiliated companies including E*Trade Financial Corporate Services, Inc., any successor thereto, or such other stock plan service provider as may be selected by the Company in the future (the “Designated Broker”), which is assisting the Company with the implementation, administration and management of the Plan. Participant understands that the recipients of Data may be located in the United States or elsewhere, and that the recipients’ country (e.g., the United States) may have different data privacy laws and protections than Participant’s country. Participant understands that if he or she resides outside the United States, he or she may request a list with the names and addresses of any potential recipients of Data by contacting his or her local human resources representative.*

(d) Participant authorizes the Company, the Designated Broker and any possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer Data, in electronic or other form, for the sole purpose of implementing, administering and managing his or her participation in the Plan. Participant understands that Data will be held only as long as is necessary to implement, administer and manage Participant’s participation in the Plan. Participant understands if he or she resides outside the United States, he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative.

(e) Further, Participant understands that he or she is providing the consents herein on a purely voluntary basis. If Participant does not consent, or if Participant later seeks to revoke his or her consent, his or her employment status or service with the Employer will not be affected; the only consequence of refusing or withdrawing Participant’s consent is that the Company would not be able to grant Participant Restricted Stock Units or other equity awards or administer or maintain such awards. Therefore, Participant understands that refusing or withdrawing his or her consent may affect Participant’s ability to participate in the Plan. For more information on the consequences of Participant’s refusal to consent or withdrawal of consent, Participant understands that he or she may contact his or her local human resources representative.

10. Rights as Stockholder. Neither Participant nor any person claiming under or through Participant will have any of the rights or privileges of a stockholder of the Company in respect of any Shares deliverable hereunder unless and until certificates representing such Shares will have been issued, recorded on the records of the Company or its transfer agents or registrars, and delivered to Participant. After such issuance, recordation and delivery, Participant will have all the rights of a stockholder of the Company with respect to voting such Shares and the receipt of dividends and distributions on such Shares.

11. No Guarantee of Continued Service. PARTICIPANT ACKNOWLEDGES AND AGREES THAT THE VESTING OF THE RESTRICTED STOCK UNITS PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING AS A SERVICE PROVIDER AT THE WILL OF THE COMPANY OR THE EMPLOYER, AND NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED THIS AWARD OF RESTRICTED STOCK UNITS OR ACQUIRING SHARES HEREUNDER. PARTICIPANT FURTHER ACKNOWLEDGES AND AGREES THAT THIS AWARD AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS A SERVICE PROVIDER FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND WILL NOT INTERFERE IN ANY WAY WITH PARTICIPANT'S RIGHT OR THE RIGHT OF THE COMPANY OR THE EMPLOYER TO TERMINATE PARTICIPANT'S RELATIONSHIP AS A SERVICE PROVIDER AT ANY TIME, WITH OR WITHOUT CAUSE.

12. Address for Notices. Any notice to be given to the Company under the terms of this Award Agreement will be addressed to the Company at Nutanix, Inc., 1740 Technology Drive, Suite 150, San Jose, CA 95110, USA or at such other address as the Company may hereafter designate in writing.

13. Grant is Not Transferable. Except to the limited extent provided in Section 6, this grant and the rights and privileges conferred hereby may not be transferred, assigned, pledged or hypothecated in any way (whether by operation of law or otherwise) and may not be subject to sale under execution, attachment or similar process. Upon any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of this grant, or any right or privilege conferred hereby, or upon any attempted sale under any execution, attachment or similar process, this grant and the rights and privileges conferred hereby immediately will become null and void.

14. Binding Agreement. Subject to the limitation on the transferability of this grant contained herein, this Award Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

15. Additional Conditions to Issuance of Shares. If at any time the Company will determine, in its discretion, that the listing, registration, qualification or rule compliance of the Shares upon any securities exchange or under any state, federal or foreign law, the tax code and related regulations or the consent or approval of any governmental regulatory authority is necessary or desirable as a condition to the issuance of Shares to Participant (or his or her estate) hereunder, such issuance will not occur unless and until such listing, registration, qualification, rule compliance, consent or approval will have been completed, effected or obtained free of any

conditions not acceptable to the Company. Where the Company determines that the delivery of the payment of any Shares will violate any state, federal or foreign securities or exchange laws or other applicable laws, the Company will defer delivery until the earliest date at which the Company reasonably anticipates that the delivery of Shares will no longer cause such violation. The Company has sole discretion in its efforts to meet the requirements of any such local, state, federal or foreign law or securities exchange and to obtain any such consent or approval of any such governmental authority or securities exchange.

16. Administrator Authority. The Administrator will have the power to interpret the Plan and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret or revoke any such rules (including, but not limited to, the determination of whether or not any Restricted Stock Units have vested). All actions taken and all interpretations and determinations made by the Administrator in good faith will be final and binding upon Participant, the Company and all other interested persons. No member of the Administrator will be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or this Award Agreement.

17. Electronic Delivery and Acceptance. The Company may, in its sole discretion, decide to deliver any documents related to Restricted Stock Units awarded under the Plan or future Restricted Stock Units that may be awarded under the Plan by electronic means or request Participant's consent to participate in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through any on-line or electronic system established and maintained by the Company or a third party designated by the Company.

18. Captions. Captions provided herein are for convenience only and are not to serve as a basis for interpretation or construction of this Award Agreement.

19. Agreement Severable. In the event that any provision in this Award Agreement will be held invalid or unenforceable, such provision will be severable from, and such invalidity or unenforceability will not be construed to have any effect on, the remaining provisions of this Award Agreement.

20. No Advice Regarding Grant. The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding Participant's participation in the Plan, or Participant's acquisition or sale of the underlying Shares. Participant understands and agrees that Participant should consult with his or her own personal tax, legal and financial advisors regarding his or her participation in the Plan before taking any action related to the Plan.

21. Modifications to the Award Agreement. This Award Agreement constitutes the entire understanding of the parties on the subjects covered. Participant expressly warrants that he or she is not accepting this Award Agreement in reliance on any promises, representations, or inducements other than those contained herein. Modifications to this Award Agreement or the Plan can be made only in an express written contract executed by a duly authorized officer of the Company. Notwithstanding anything to the contrary in the Plan or this Award Agreement, the Company reserves the right to revise this Award Agreement as it deems necessary or advisable for

any legal or administrative reasons, in its sole discretion and without the consent of Participant, including but not limited to the compliance with Section 409A.

22. Amendment, Suspension or Termination of the Plan. By accepting this Award, Participant expressly warrants that he or she has received an Award of Restricted Stock Units under the Plan, and has received, read and understood a description of the Plan. Participant understands that the Plan is discretionary in nature and may be amended, suspended or terminated by the Company at any time.

23. Governing Law and Venue. This Award Agreement will be governed by the laws of California, without giving effect to the conflict of law principles thereof. For purposes of litigating any dispute that arises under this Award of Restricted Stock Units or this Award Agreement, the parties hereby submit to and consent to the jurisdiction of the State of California, and agree that such litigation will be conducted in the courts of Santa Clara County, California, or the federal courts for the United States for the Northern District of California, and no other courts, where the Award of Restricted Stock Units is made and/or to be performed.

24. Imposition of Other Requirements. The Company reserves the right to impose other requirements on Participant's participation in the Plan, on the Restricted Stock Units and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

25. Language. By accepting this Award, Participant acknowledges that he or she is sufficiently proficient in the English language, or has consulted with an advisor who is sufficiently proficient in English, so as to allow Participant to understand the terms and conditions of this Award Agreement. Further, if Participant has received this Award Agreement, or any other document related to this Award of Restricted Stock Units and/or the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

26. Insider Trading Restrictions and Market Abuse Laws. Depending on Participant's country, the country of the broker or the country in which Shares are listed, Participant may be subject to insider trading restrictions and/or market abuse laws in applicable jurisdictions, including the United States, Participant's country or the designated broker's country, which may affect his or her ability to accept, acquire, sell or attempt to sell or otherwise dispose of Shares, rights to Shares (e.g., Restricted Stock Units) or rights linked to the value of the Shares under the Plan during such times as Participant is considered to have "inside information" regarding the Company (as defined by the laws or regulations in applicable jurisdictions). Local insider trading laws and regulations may prohibit the cancellation or amendment of orders Participant placed before he or she possessed inside information. Furthermore, Participant could be prohibited from (i) disclosing insider information to any third party, including fellow employees (other than on a "need to know" basis) and (ii) "tipping" third parties or causing them otherwise to buy or sell securities. Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company insider trading policy. Participant acknowledges that it is Participant's responsibility to comply with any applicable restrictions, and that Participant should speak to his or her personal advisor on this matter.

27. Exchange Control, Foreign Asset/Account and/or Tax Reporting. Participant's country may have certain exchange control and/or foreign asset/account reporting requirements which may affect Participant's ability to acquire or hold Shares under the Plan or cash received from participating in the Plan (including from any sale proceeds resulting from the sale of Shares) in a brokerage or bank account outside of Participant's country. Participant may be required to report such accounts, assets or transactions to the tax or other authorities in Participant's country. Participant also may be required to repatriate cash received from participating in the Plan to Participant's country through a designated bank or broker and/or within a certain period of time after receipt. Participant acknowledges that it is Participant's responsibility to comply with any applicable regulations, and that Participant should speak to a personal legal or tax advisor on this matter.

28. Country-Specific Terms and Conditions. Notwithstanding any provisions in this Award Agreement, this Award of Restricted Stock Units shall be subject to the Country-Specific Terms and Conditions for Participant's country attached to this Award Agreement as Exhibit B. Moreover, if Participant relocates to one of the countries included therein, the terms and conditions for such country will apply to Participant to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Country-Specific Terms and Conditions constitute part of this Award Agreement.

29. Waiver. Participant acknowledges that a waiver by the Company of breach of any provision of this Award Agreement shall not operate or be construed as a waiver of any other provision of this Award Agreement, or of any subsequent breach by Participant or any other participant.

EXHIBIT B
COUNTRY-SPECIFIC
TERMS AND CONDITIONS
[separately attached]

B-1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Rajiv Ramaswami, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nutanix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 4, 2025

/s/ Rajiv Ramaswami
Rajiv Ramaswami
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Rukmini Sivaraman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nutanix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 4, 2025

/s/ Rukmini Sivaraman
Rukmini Sivaraman
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Rajiv Ramaswami, certify pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Nutanix, Inc. for the fiscal quarter ended October 31, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Nutanix, Inc.

Date: December 4, 2025

/s/ Rajiv Ramaswami

Rajiv Ramaswami

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Rukmini Sivaraman, certify pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Nutanix, Inc. for the fiscal quarter ended October 31, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Nutanix, Inc.

Date: December 4, 2025

/s/ Rukmini Sivaraman

Rukmini Sivaraman

Chief Financial Officer

(Principal Financial Officer)
