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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|--|--|
| OMB Number: 3235-0287 | | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response. | 0.5 | | | | | | | | | |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and Address of Reporting Person [*] Mhatre Ravi | | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc.</u> [NTNX] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
|---|---|--|--|----------------------------------|---------------------|--|--|--|------------------------------|--------|-----------------------------|---|---|---|---|--|--|--|--|--|
| (Last) (First) (Middle) 2200 SAND HILL ROAD | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/03/2019 | | | | | | | | | | | | | |
| (Street) MENLO | PARK C | - 4. II | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Line | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | |
| (City) | (5 | State) | (Zip) | | | | | | | | | | | | Form the | еа ру ма | ore than o | One Rep | orting Person | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Ye | | Execution Date, /Year) if any | | 3. Transaction Code (Instr. 8) | | | | | | nd 5) Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | irect direct 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | | Code | v | Amount | (/ | A) or D) | Price | Transaction (Instr. 3 and | (s) 4) | | | () | |
| Class A C | Common St | ock | | 07/03/ | 2019 | | | | C ⁽¹⁾ | | 2,300,000 | (1) | А | (1) | 2,300,00 |)0 ⁽¹⁾ | Ι | | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ ⁽³⁾ | |
| Class A C | Class A Common Stock | | | 07/03/2019 | | | | | J ⁽⁴⁾ | | 2,300,00 | 0 | D | (4) | 0 | | Ι | | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ ⁽³⁾ | |
| Class A C | Common St | ock | | 07/03/ | 2019 | | | | J ⁽⁴⁾ | | 449,933 | | A | (4) | 449,93 | 33 | I | | By Lightspeed General Partner VIII, L.P. ⁽³⁾ | |
| Class A C | Common St | ock | | 07/03/ | 2019 | | | | J(6) | | 449,933 | | D | (6) | 0 | | Ι | | By Lightspeed General Partner VIII, L.P. ⁽³⁾ | |
| Class A Common Stock | | | 07/03/2019 | | | | | J(6) | | 60,446 | | A | (6) | 401,462 | | I | | By: Mhatre Investments LP - Fund 1 ⁽⁷⁾ | | |
| Class A Common Stock | | | | | | | | | | | | | | 414,35 | 52 | D | | | | |
| Class A Common Stock | | | | | | | | | | | | | | 190,36 | 190,363 | | | By Lightspeed Venture Partners Select L.P. (8) | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Day | d 4. Date, Tr C | ansacti ode (Ins | ion | 5. Nur Deriva Secur Acqui or Dis | nber of ative ities red (A) posed of istr. 3, 4 | 6. Date Expirat (Month | Exerc | cisable and ate /ear) | 7. Titl Secur Deriva | le and A rities U vative So r. 3 and | Amount of nderlying ecurity | 8. Price of Derivative Security (Instr. 5) | 9. Num derivat Securit Benefic Owned Followi Report Transa (Instr. 4 | tive ties cially l ing ed ction(s) | 10. Owners Form: Direct (I or Indire (I) (Instr | Benefici D) Ownersh ect (Instr. 4) | |

Amount or Number of Shares

Expiration Date

Title

Date Exercisable

Code v (A) (D)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|--|---|--|---|--|---|---|--|---------------------|--------------------|----------------------------|---|--|--|--|---|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | on Date, Transaction Derivative Code (Instr. Securities | | vative urities uired (A) isposed of Instr. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Class B Common Stock | (1) | 07/03/2019 | | C ⁽¹⁾ | | | 2,300,000 | (1) | (1) | Class A Common Stock | 2,300,000 | (1) | 4,141,783 | I | By Lightspeed Venture Partners VIII, L.P. (2)(3) |

Explanation of Responses:

1. Represents conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock on a 1-for-1 basis. The convertibility of the Class B Common Stock has no expiration date. 2. The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII").

3. Lightspeed Ultimate General Partner VIII, Ltd. is the sole general partner of Lightspeed General Partner VIII, L.P. ("LGP VIII"), which is the sole general partner of Lightspeed VIII. The individual directors of

Lightspeed Ultimate General Partner VIII, Ltd. are Barry Eggers, Ravi Mhatre and Peter Nieh. Mr. Mhatre disclaims his beneficial ownership of the shares except to the extent of his pecuniary interest therein. 4. Represents in-kind distribution by Lightspeed VIII without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).

5. The shares are held of record by LGP VIII.

6. Represents in-kind distribution by LGP VIII without consideration to its partners (including Mr. Mhatre).

7. The shares are held of record by Mhatre Investments LP - Fund 1. Mr. Mhatre serves as the trustee of the general partner of such entity.

8. The shares are held of record by Lightspeed Venture Partners Select, L.P. ("LSVP Select"). Lightspeed Ultimate General Partner Select, Ltd. is the sole general partner of Lightspeed General Partner Select, L.P. ("LGP Select"), which is the sole general partner of LSVP Select. The individual directors of Lightspeed Ultimate General Partner Select, Ltd. are Barry Eggers, Jeremy Liew, Ravi Mhatre and Peter Nieh. Mr. Mhatre disclaims his beneficial ownership of the shares except to the extent of his pecuniary interest therein.

Ravi Mhatre By: /s/ Ravi Mhatre 07/08/2019

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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