

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)  
**May 13, 2025**

**NUTANIX, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-37883**  
(Commission File Number)

**27-0989767**  
(IRS Employer  
Identification No.)

**1740 Technology Drive, Suite 150  
San Jose, California 95110**  
(Address of principal executive offices, including zip code)

**(408) 216-8360**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

*Appointment of Eric K. Brandt to the Board of Directors*

On and effective as of May 15, 2025, the Board of Directors (the “Board”) of Nutanix, Inc. (the “Company”), upon recommendation of the Board’s Nominating and Corporate Governance Committee, appointed Eric K. Brandt as a director. Mr. Brandt has not been named to any committee of the Board at this time. Based on the Board’s review of Mr. Brandt’s independence and the Board’s consideration of whether Mr. Brandt (i) meets the objective tests for independence set forth in the listing rules of The Nasdaq Stock Market LLC and (ii) has a material relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, the Board determined that Mr. Brandt is an independent director. There is no arrangement or understanding between Mr. Brandt and any other persons pursuant to which Mr. Brandt was selected as a director. Other than as disclosed herein, Mr. Brandt does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Brandt will receive the standard cash compensation and equity awards provided to the Company’s non-employee directors for their service pursuant to the Company’s Second Amended and Restated Outside Director Compensation Policy, a copy of which was filed as Exhibit 10.2 to the Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2021 filed with the Securities and Exchange Commission (the “SEC”) on September 21, 2021, as amended. Historical director compensation arrangements pursuant to such policy are described under “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the SEC on October 22, 2024, as supplemented by the proxy statement supplement filed with the SEC on November 8, 2024. In addition, Mr. Brandt will enter into the Company’s standard form of indemnification agreement for directors and executive officers, which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2021 filed with the SEC on June 3, 2021.

*Resignation of David Humphrey from the Board of Directors*

On May 13, 2025, David Humphrey submitted his resignation as a director, effective as of May 15, 2025. Mr. Humphrey’s resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

A copy of the Company’s press release announcing Mr. Brandt’s appointment and Mr. Humphrey’s resignation is attached hereto as Exhibit 99.1.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release issued by Nutanix, Inc. on May 16, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

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

**NUTANIX, INC.**

Date: May 16, 2025

By: /s/ Brian Martin

Brian Martin

Chief Legal Officer

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***Nutanix Announces Updates to its Board of Directors***

New Board Member Eric K. Brandt Brings Extensive Leadership and Finance Experience to Nutanix Board

David Humphrey Resigns from Nutanix Board

**San Jose, Calif. – May 16, 2025** – Nutanix (NASDAQ: NTNX), a leader in hybrid multicloud computing, announced today that it has added Eric K. Brandt to its board of directors, effective May 15, 2025.

“Eric brings deep expertise in both CEO and CFO roles across a variety of industries. His long-term service on boards of public companies also gives him a richness of experience from which Nutanix is sure to benefit,” said Virginia Gambale, Chair of the Board at Nutanix. “I look forward to serving with him together on the Nutanix board as the company continues to focus on driving sustainable, profitable growth while providing customers with a single platform for running applications and managing data, anywhere.”

Brandt is a seasoned executive and board director with more than 30 years of global experience spanning finance, operations, and corporate governance. He served as Chief Financial Officer of Broadcom Corporation from 2007 until it was acquired by Avago Technologies Limited in 2016, where he played a pivotal role in the company’s growth into one of the world’s largest semiconductor firms. Prior to that, he held senior executive positions, including President and CEO of Avanir Pharmaceuticals, Inc. and Chief Financial Officer of Allergan, Inc. Brandt currently serves on the boards of Gen Digital Inc., Lam Research Corporation, The Macerich Company, and Option Care Health, Inc. He previously served on the boards of Yahoo! Inc. and DENTSPLY SIRONA Inc., among others. He holds a B.S. in Chemical Engineering from the Massachusetts Institute of Technology and an M.B.A. from Harvard Business School.

Additionally, David Humphrey resigned from Nutanix’s board of directors, effective May 15, 2025. Humphrey, a Partner at Bain Capital, joined the Nutanix Board as part of Bain Capital’s \$750 million investment in September 2020. Following Humphrey’s resignation, Max de Groen, another Partner at Bain Capital, will continue to serve as a member of Nutanix’s board of directors.

“We thank David for the constructive engagement, guidance and expertise that he brought to the board during a period of significant transformation and growth for Nutanix,” said Gambale. “We are grateful for his valuable contributions and the investment of service he has made over the past four years.”

“Since Bain Capital’s investment in September 2020, Nutanix has grown substantially, evolved into a hybrid multicloud leader, and scaled its profits and cash flows significantly. We are impressed by the company’s performance and believe it has significant opportunity ahead as well,” said Humphrey. “Bain Capital remains a significant stockholder of Nutanix and continues to value its partnership with Nutanix,” added de Groen. “I look forward to my continued service on the Nutanix Board.”

**About Nutanix**

Nutanix is a global leader in cloud software, offering organizations a single platform for running applications and managing data, anywhere. With Nutanix, companies can reduce complexity and simplify operations, freeing them to focus on their business outcomes. Building on its legacy as the pioneer of hyperconverged infrastructure, Nutanix is trusted by companies worldwide to power hybrid multicloud

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environments consistently, simply, and cost-effectively. Learn more at [www.nutanix.com](http://www.nutanix.com) or follow us on social media @nutanix.

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