

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Mhatre Ravi</u> (Last) (First) (Middle) <u>C/O LIGHTSPEED VENTURE PARTNERS</u> <u>2200 SAND HILL ROAD</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/05/2016		C		17,626,757	A	(1)(2)(3)(4)	18,061,872	I	See footnote ⁽⁵⁾
Common Stock	10/05/2016		C		10,352,222	A	(1)(2)(3)(4)	10,352,222	I	See footnote ⁽⁶⁾
Common Stock	10/05/2016		J ⁽⁷⁾		18,061,872	D	(7)	0	I	See footnote ⁽⁵⁾
Common Stock	10/05/2016		J ⁽⁷⁾		10,352,222	D	(7)	0	I	See footnote ⁽⁶⁾
Common Stock	10/05/2016		J ⁽⁷⁾		190,363	D	(7)	0	I	See footnote ⁽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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Series A Convertible Preferred Stock	(1)	10/05/2016		C		11,139,598		(1)	(1)	Common Stock	11,139,598	\$0.00	0	I	See footnote ⁽⁵⁾
Series A Convertible Preferred Stock	(1)	10/05/2016		C		6,542,304		(1)	(1)	Common Stock	6,542,304	\$0.00	0	I	See footnote ⁽⁶⁾
Series B Convertible Preferred Stock	(2)	10/05/2016		C		3,707,948		(2)	(2)	Common Stock	3,707,948	\$0.00	0	I	See footnote ⁽⁵⁾
Series B Convertible Preferred Stock	(2)	10/05/2016		C		2,177,683		(2)	(2)	Common Stock	2,177,683	\$0.00	0	I	See footnote ⁽⁶⁾
Series C Convertible Preferred Stock	(3)	10/05/2016		C		2,347,024		(3)	(3)	Common Stock	2,347,024	\$0.00	0	I	See footnote ⁽⁵⁾
Series C Convertible Preferred Stock	(3)	10/05/2016		C		1,378,411		(3)	(3)	Common Stock	1,378,411	\$0.00	0	I	See footnote ⁽⁶⁾
Series D Convertible Preferred Stock	(4)	10/05/2016		C		432,187		(4)	(4)	Common Stock	432,187	\$0.00	0	I	See footnote ⁽⁵⁾
Series D Convertible Preferred Stock	(4)	10/05/2016		C		253,824		(4)	(4)	Common Stock	253,824	\$0.00	0	I	See footnote ⁽⁶⁾
Class B Common Stock	(7)	10/05/2016		J ⁽⁷⁾		18,061,872		(9)	(9)	Class A Common Stock	18,061,872	\$0.00	18,061,872	I	See footnote ⁽⁵⁾
Class B Common Stock	(7)	10/05/2016		J ⁽⁷⁾		10,352,222		(9)	(9)	Class A Common Stock	10,352,222	\$0.00	10,352,222	I	See footnote ⁽⁶⁾

**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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Class B Common Stock	(7)	10/05/2016		J ⁽⁷⁾		190,363		(9)	(9)	Class A Common Stock	190,363	\$0.00	190,363	I	See footnote ⁽⁸⁾

Explanation of Responses:

- The Series A convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A common stock (the "IPO") and had no expiration date.
- The Series B convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The Series C convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The Series D convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII"). Lightspeed Ultimate General Partner VIII, Ltd. ("LUGP VIII") is the sole general partner of Lightspeed General Partner VIII, L.P., which serves as the sole general partner of Lightspeed VIII. As a director of LUGP VIII, the reporting person shares voting and dispositive power with respect to the shares held of record by Lightspeed VIII. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- The shares are held of record by Lightspeed Venture Partners VII, L.P. ("Lightspeed VII"). Lightspeed Ultimate General Partner VII, Ltd. ("LUGP VII") is the sole general partner of Lightspeed General Partner VII, L.P., which serves as the sole general partner of Lightspeed VII. As a director of LUGP VII, the reporting person shares voting and dispositive power with respect to the shares held of record by Lightspeed VII. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Following the conversion of each series of the Issuer's convertible preferred stock into common stock and immediately prior to the completion of the IPO, each share of common stock was reclassified into one share of Class B common stock in an exempt transaction pursuant to Rule 16b-7.
- The shares are held of record by Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). As a director of the ultimate general partner of Lightspeed Select, the reporting person shares voting and dispositive power with respect to the shares held of record by Lightspeed Select. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B common stock, (ii) any transfer, whether or not for value, subject to certain limited exceptions, (iii) the death of a natural person (including shares held by his or her permitted estate planning entities holding Class B common stock), or (iv) October 5, 2033.

Remarks:

/s/ Ravi Mhatre

10/05/2016

** 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.

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