

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>RAMASWAMI RAJIV</u> (Last) (First) (Middle) C/O NUTANIX, INC. 1740 TECHNOLOGY DR., SUITE 150 (Street) SAN JOSE CA 95110 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)			

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					
Performance-Based Restricted Stock Units	(1)	01/07/2024		A		238,398		(2)	(2)	Class A Common Stock	\$0	238,398	D	
Performance-Based Restricted Stock Units	(1)	01/07/2024		A		327,083		(3)	(3)	Class A Common Stock	\$0	327,083	D	

Explanation of Responses:

- Each Performance-Based Restricted Stock Unit, or PRSU, represents a contingent right to receive one share of Issuer's Class A common stock.
- Reflects shares that the Reporting Person would receive upon settlement of the PRSUs at the target level of performance, provided that the actual number of PRSUs that would become eligible to vest range from 0% to 200% of the target number of PRSUs based on actual achievement. PRSUs would become eligible to vest upon achievement of the following stock price hurdles at any time during the period beginning on the grant date and ending on July 31, 2027: (i) 100% for a stock price hurdle of \$70, (ii) 150% for a stock price hurdle of \$80, and (iii) 200% for a stock price hurdle of \$90. A stock price hurdle would be achieved only if the average closing price of the Issuer's Class A common stock is equal to or greater than the hurdle for 90 consecutive calendar days. If PRSUs become eligible to vest, the eligible PRSUs would vest on September 15, 2027, subject to the Reporting Person's continued employment as Chief Executive Officer through the vesting date.
- Reflects shares that the Reporting Person would receive upon settlement of the PRSUs at the target level of performance, provided that the actual number of PRSUs that would become eligible to vest range from 0% to 200% of the target number of PRSUs based on actual achievement. PRSUs would become eligible to vest upon achievement of certain annual recurring revenue hurdles as of July 31, 2027 and/or certain free cash flow hurdles for the last four completed fiscal quarters ending on July 31, 2027. If PRSUs become eligible to vest, the eligible PRSUs would vest on September 15, 2027, subject to the Reporting Person's continued employment as Chief Executive Officer through the vesting date.

/s/ Raymond Hum, Attorney in Fact 01/09/2024

** 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.