

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

**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>Williams Duston</u>			2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNIX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2022</u>			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		
C/O NUTANIX, INC. 1740 TECHNOLOGY DR., STE 150			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN JOSE CA 95110								
(City) (State) (Zip)								

**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			
Class A Common Stock	03/15/2022		M		6,250	A	\$0.00	236,072	D	
Class A Common Stock	03/15/2022		M		9,375	A	\$0.00	245,447	D	
Class A Common Stock	03/15/2022		M		14,735	A	\$0.00	260,182	D	
Class A Common Stock	03/15/2022		M		3,883	A	\$0.00	264,065	D	
Class A Common Stock	03/16/2022		S		11,594 <sup>(1)</sup>	D	\$23.78	252,471	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						Title
Restricted Stock Units	(2)	03/15/2022		M			6,250	(3)	(3)	Class A Common Stock	6,250	\$0.00	18,750	D	
Restricted Stock Units	(2)	03/15/2022		M			9,375	(4)	(4)	Class A Common Stock	9,375	\$0.00	56,250	D	
Restricted Stock Units	(2)	03/15/2022		M			14,735	(5)	(5)	Class A Common Stock	14,735	\$0.00	147,343	D	
Restricted Stock Units	(2)	03/15/2022		M			3,883	(6)	(6)	Class A Common Stock	3,883	\$0.00	54,355	D	

**Explanation of Responses:**

- Represents shares sold to cover the tax liability arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on March 15, 2019, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2019, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2021, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

**Remarks:**

/s/ Hae Cheong Chang,  
Attorney in Fact

03/17/2022

\*\* 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.