

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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

1. Name and Address of Reporting Person* <u>LIGHTSPEED VENTURE PARTNERS VIII LP</u>  (Last) (First) (Middle) <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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/03/2017</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			
Class A Common Stock	04/03/2017		S		10,287	D	\$18.4217 <sup>(16)</sup>	32,787	I	By Nieh Family Investments LP - Fund 1 <sup>(1)</sup>
Class A Common Stock	04/03/2017		S		13,135	D	\$18.4217 <sup>(16)</sup>	94,339	D <sup>(19)</sup>	
Class A Common Stock	04/03/2017		S		25,000	D	\$18.5034 <sup>(17)</sup>	57,474	I	By The Schaepe-Chiu Living Trust Dated 11/5/1997 <sup>(2)</sup>
Class A Common Stock	04/04/2017		S		31,910	D	\$17.6142 <sup>(18)</sup>	62,429	D <sup>(19)</sup>	
Class A Common Stock	04/04/2017		J <sup>(3)</sup>		2,860,445	D	<sup>(3)</sup>	4,631,331	I	By Lightspeed Venture Partners VII, L.P. <sup>(4)(5)</sup>
Class A Common Stock	04/04/2017		J <sup>(3)</sup>		736,565	A	<sup>(3)</sup>	736,565	I	By Lightspeed General Partner VII, L.P. <sup>(6)(5)</sup>
Class A Common Stock	04/04/2017		J <sup>(7)</sup>		736,565	D	<sup>(7)</sup>	0	I	By Lightspeed General Partner VII, L.P. <sup>(6)(5)</sup>
Class A Common Stock	04/04/2017		J <sup>(7)</sup>		107,473	A	<sup>(7)</sup>	124,947	I	By Barry Eggers Revocable Trust dtd 6/4/2008 <sup>(8)</sup>
Class A Common Stock	04/04/2017		J <sup>(7)</sup>		107,473	A	<sup>(7)</sup>	169,902	D <sup>(19)</sup>	
Class A Common Stock	04/04/2017		J <sup>(7)</sup>		107,473	A	<sup>(7)</sup>	164,947	I	By The Schaepe-Chiu Living Trust Dated 11/5/1997 <sup>(2)</sup>

**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	04/04/2017		j <sup>(9)</sup>		1,430,223	D	(9)	751,928	I	By Lightspeed Venture Partners VIII, L.P. <sup>(10)(11)</sup>
Class A Common Stock	04/04/2017		j <sup>(9)</sup>		332,886	A	(9)	332,886	I	By Lightspeed General Partner VIII, L.P. <sup>(12)(11)</sup>
Class A Common Stock	04/04/2017		j <sup>(13)</sup>		332,886	D	(13)	0	I	By Lightspeed General Partner VIII, L.P. <sup>(12)(11)</sup>
Class A Common Stock	04/04/2017		j <sup>(13)</sup>		43,074	A	(13)	43,074	I	By Eggers Investments, L.P. <sup>(14)</sup>
Class A Common Stock	04/04/2017		j <sup>(13)</sup>		43,074	A	(13)	86,148	I	By Schaepe-Chiu Investments I LP - Fund 1 <sup>(15)</sup>
Class A Common Stock	04/04/2017		j <sup>(13)</sup>		43,074	A	(13)	75,861	I	By Nieh Family Investments I LP - Fund 1 <sup>(1)</sup>

**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					

1. Name and Address of Reporting Person\*  
[LIGHTSPEED VENTURE PARTNERS VIII LP](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*  
[Lightspeed Venture Partners VII, L.P.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Lightspeed General Partner VII, L.P.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed Ultimate General Partner VII, Ltd.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed General Partner VIII, L.P.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed Ultimate General Partner VIII, Ltd.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Eggers Barry](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Nieh Peter](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SCHAEPE CHRISTOPHER J](#)

(Last)	(First)	(Middle)
2200 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

- The shares are held of record by Nieh Family Investments LP - Fund 1. Peter Nieh serves as co-trustee of the general partner of such entity.
- The shares are held of record by The Schaepe-Chiu Living Trust Dated November 5, 1997, for which Christopher J. Schaepe serves as co-trustee.
- Represents in-kind distribution by Lightspeed Venture Partners VII, L.P. ("Lightspeed VII") without consideration to its partners (including LGP VII, the general partner of Lightspeed VII).
- The shares are held of record by Lightspeed VII.
- Lightspeed Ultimate General Partner VII, Ltd. is the sole general partner of Lightspeed General Partner VII, L.P. ("LGP VII"), which is the sole general partner of Lightspeed VII. The individual directors of Lightspeed Ultimate General Partner VII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- The shares are held of record by LGP VII.
- Represents in-kind distribution by LGP VII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- The shares are held of record by Barry Eggers Revocable Trust dtd 6/4/2008, for which Barry Eggers serves as trustee.
- Represents in-kind distribution by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII") without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).
- The shares are held of record by Lightspeed VIII.
- 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 Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- The shares are held of record by LGP VIII.
- Represents in-kind distribution by LGP VIII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- The shares are held of record by Eggers Investments, L.P. Barry Eggers serves as trustee of the general partner of such entity.
- The shares are held of record by Schaepe-Chiu Investments I LP - Fund 1. Christopher J. Schaepe serves as co-trustee of the general partner of such entity.
- These sales were executed in multiple trades at prices ranging from \$18.35 to \$18.50. The price reported above reflects the weighted average sale price. Mr. Nieh hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- These sales were executed in multiple trades at prices ranging from \$18.38 to \$18.62. The price reported above reflects the weighted average sale price. Mr. Schaepe hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- These sales were executed in multiple trades at prices ranging from \$17.44 to \$17.74. The price reported above reflects the weighted average sale price. Mr. Nieh hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- The shares are held of record by Peter Nieh.

**Remarks:**

Mr. Mhatre is a director of the Issuer and files a separate report on Form 4 with respect to his beneficial ownership of Issuer securities held by the Lightspeed entities.

<a href="#"><u>LIGHTSPEED VENTURE PARTNERS VII, L.P. By: Lightspeed General Partner VII, L.P., its general partner By: Lightspeed Ultimate General Partner VII, Ltd., its general partner By: /s/ Ravi Mhatre Duly Authorized Signatory</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>LIGHTSPEED GENERAL PARTNER VII, L.P. By: /s/ Ravi Mhatre</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>LIGHTSPEED ULTIMATE GENERAL PARTNER VII, LTD. By: /s/ Ravi Mhatre</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>LIGHTSPEED VENTURE PARTNERS VIII, L.P. By: Lightspeed General Partner VIII, L.P., its general partner By: Lightspeed Ultimate General Partner VIII, Ltd., its general partner By: /s/ Ravi Mhatre Duly Authorized Signatory</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>LIGHTSPEED GENERAL PARTNER VIII, L.P. By: /s/ Ravi Mhatre</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>LIGHTSPEED ULTIMATE GENERAL PARTNER VIII, LTD. By: /s/ Ravi Mhatre</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>BARRY EGGERS By: /s/ Barry Eggers</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>PETER NIEH By: /s/ Peter Nieh</u></a>	<a href="#"><u>04/05/2017</u></a>
<a href="#"><u>Christopher J. Schaepe By: /s/ Christopher J. Schaepe</u></a>	<a href="#"><u>04/05/2017</u></a>
** 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.**