

**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>Parks Jeffrey T</u>  (Last) (First) (Middle) <u>C/O RIVERWOOD CAPITAL PARTNERS,</u> <u>70 WILLOW ROAD, SUITE 100</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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/16/2018</u>	
	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)	Price			
Class A Common Stock	01/16/2018		C		94,449	A	(1)	94,449	I	See footnote(2)
Class A Common Stock	01/16/2018		C		33,289	A	(1)	33,289	I	See footnote(3)
Class A Common Stock	01/16/2018		C		38,704	A	(1)	38,704	I	See footnote(4)
Class A Common Stock	01/16/2018		S		94,449	D	(5)	0	I	See footnote(2)
Class A Common Stock	01/16/2018		S		33,289	D	(5)	0	I	See footnote(3)
Class A Common Stock	01/16/2018		S		38,704	D	(5)	0	I	See footnote(4)
Class A Common Stock								9,341(6)	I	See footnote(6)
Class A Common Stock								1,463(7)	I	See footnote(7)
Class A Common Stock								8,313(8)	D(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
Class B Common Stock	(9)	01/16/2018		C			94,449	(9)	(9)	Class A Common Stock	94,449	\$0.00	1,273,001	I	See footnote(2)
Class B Common Stock	(9)	01/16/2018		C			33,289	(9)	(9)	Class A Common Stock	33,289	\$0.00	451,721	I	See footnote(3)
Class B Common Stock	(9)	01/16/2018		C			38,704	(9)	(9)	Class A Common Stock	38,704	\$0.00	520,204	I	See footnote(4)

**Explanation of Responses:**

- Represents shares of Class B common stock of the Issuer converted into shares of Class A common stock of the Issuer on a one-for-one basis in accordance with the terms of the Class B common stock.
- The shares are held of record by Riverwood Capital Partners L.P. ("RCP LP"), Riverwood Capital L.P. ("RC LP"), the general partner of RCP LP, and Riverwood Capital GP Ltd. ("RCGP Ltd."), the general partner of RC LP, share voting and dispositive power with respect to the shares held directly by RCP LP. All investment decisions with respect to the shares held by RCP LP are made by a majority vote of a six-member investment committee, for which the Reporting Person serves as a member. The Reporting Person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

3. The shares are held of record by Riverwood Capital Partners (Parallel-A) L.P. ("RCP Parallel-A"). RC LP, the general partner of RCP Parallel-A, and RCGP Ltd., the general partner of RC LP, share voting and dispositive power with respect to the shares held directly by RCP Parallel-A. All investment decisions with respect to the shares held by RCP Parallel-A are made by a majority vote of a six-member investment committee, for which the Reporting Person serves as a member. The Reporting Person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

4. The shares are held of record by Riverwood Capital Partners (Parallel-B) L.P. ("RCP Parallel-B" and, each of RCP LP, RCP Parallel-A and RCP Parallel-B, a "Fund"). RC LP, the general partner of RCP Parallel-B, and RCGP Ltd., the general partner of RC LP, share voting and dispositive power with respect to the shares held directly by RCP Parallel-B. All investment decisions with respect to the shares held by RCP Parallel-B are made by a majority vote of a six-member investment committee, for which the Reporting Person serves as a member. The Reporting Person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

5. These sales were executed in multiple trades at prices ranging from \$37.50 to \$37.99 pursuant to a previously adopted Rule 10b5-1 trading plan. The price reported above reflects the weighted average sale price. The Reporting Person 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.

6. Held by The Parks Trust, a trust beneficially owned by the Reporting Person.

7. Reflects shares of Class A common stock of the Issuer held in escrow by RC LP for the benefit of The Parks Trust, subject to release to The Parks Trust in accordance with the terms of the Funds' respective limited partnership agreements. The Reporting Person has dispositive power over such shares of Class A common stock held for his benefit by RC LP and bears the investment risk of such shares.

8. Reflects shares that the Reporting Person will receive upon the settlement of restricted stock units ("RSUs") pursuant to the Issuer's Outside Director Compensation Policy. Pursuant to the terms of the Reporting Person's arrangement with Riverwood Capital Management L.P. ("Riverwood Capital") and certain related entities, the Reporting Person is holding the RSUs solely for the benefit of Riverwood Capital and is obligated to transfer the underlying shares upon vesting and settlement of the RSUs or any proceeds from the sale thereof as directed by Riverwood Capital. Therefore, Riverwood Capital may be deemed the indirect beneficial owner of the RSUs. The Reporting Person disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by the Reporting Person for purposes of Section 16 or any other purposes.

9. 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/ JEFFREY T PARKS

01/18/2018

\*\* 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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