

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>Pandey Dheeraj</u> (Last) (First) (Middle) 4524 PERDITA LANE (Street) LUTZ FL 33558 (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) 03/09/2021	
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	03/09/2021		M ⁽¹⁾		886,000	A	\$0.49	886,000	D	
Class A Common Stock	03/09/2021		S ⁽¹⁾		886,000	D	\$26.31	0	D	
Class A Common Stock	03/09/2021		M ⁽¹⁾		38,348	A	\$0.49	38,348	D	
Class A Common Stock	03/09/2021		S ⁽¹⁾		38,348	D	\$26.31	0	D	
Class A Common Stock	03/09/2021		M ⁽¹⁾		285,652	A	\$12	285,652	D	
Class A Common Stock	03/09/2021		S ⁽¹⁾		285,652	D	\$27.1316 ⁽²⁾	0	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	Amount or Number of Shares				
Employee Stock Options (right to buy)	\$0.049	03/09/2021		M		886,000	(3)	(3)		Class B Common Stock	886,000	\$0.00	1,205,000	D	
Employee Stock Options (right to buy)	\$0.049	03/09/2021		M		705,000	(3)	(3)		Class B Common Stock	705,000	\$0.00	500,000	D	
Class B Common Stock	\$0.00	03/09/2021		M		666,652	(4)	(4)		Class A Common Stock	666,652	\$0.00	666,652	D	
Employee Stock Options (right to buy)	\$12	03/09/2021		M		500,000	(3)	(3)		Class B Common Stock	500,000	\$0.00	0	D	
Class B Common Stock	\$0.00	03/09/2021		M		214,348	(4)	(4)		Class B Common Stock	214,348	\$0.00	881,000	D	
Class B Common Stock	(5)						(4)	(4)		Class A Common Stock	4,579,818		4,579,818	I	See Footnote ⁽⁶⁾
Class B Common Stock	(5)						(4)	(4)		Class A Common Stock	2,467,385		2,467,385	I	See Footnote ⁽⁷⁾
Class B Common Stock	(5)						(4)	(4)		Class A Common Stock	532,615		532,615	I	See Footnote ⁽⁸⁾
Class B Common Stock	(5)						(4)	(4)		Class A Common Stock	381,218		381,218	I	See Footnote ⁽⁹⁾
Class B Common Stock	(5)						(4)	(4)		Class A Common Stock	381,218		381,218	I	See Footnote ⁽¹⁰⁾
Class B Common Stock	(5)						(4)	(4)		Class A Common Stock	381,218		381,218	I	See Footnote ⁽¹¹⁾

Explanation of Responses:

- Each share of Class A common stock was converted from Class B common stock immediately upon exercise of the option on such Class B common stock. See footnote 9.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$26.31 to \$27.53 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this

footnote.

3. Shares subject to the option are fully vested. In connection with the Reporting Person's departure from the Issuer, all options expire on March 15, 2021.

4. 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.

5. Each share of common stock was reclassified into one share of Class B common stock immediately prior to the completion of the Issuer's initial public offering of Class A common stock in an exempt transaction pursuant to Rule 16b-7.

6. The shares are held of record by The Pandey Revocable Trust, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees.

7. The shares are held of record by The Pandey Irrevocable Descendants' Trust for which the Reporting Person's spouse serves as trustee

8. The Pandey 2017 Irrevocable Descendant's Trust, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees.

9. The shares are held of record by the Pandey 2016 Annuity Trust FBO one of Mr. Pandey's minor children, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees.

10. The shares are held of record by the Pandey 2016 Annuity Trust FBO one of Mr. Pandey's minor children, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees.

11. The shares are held of record by the Pandey 2016 Annuity Trust FBO one of Mr. Pandey's minor children, for which the Reporting Person and the Reporting Person's spouse serve as co-trustees.

Remarks:

/S/ Greg LeSaint, as Attorney-in-Fact 03/11/2021

** 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.