

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>12/18/2017</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 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			
<u>Class A Common Stock</u>	<u>12/18/2017</u>		<u>A</u>		<u>8,313⁽¹⁾</u>	<u>A</u>	<u>\$0</u>	<u>8,313⁽²⁾</u>	<u>D⁽²⁾</u>	

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)		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)					

Explanation of Responses:

- Reflects shares that the Reporting Person will receive upon the settlement of restricted stock units ("RSUs") received on December 18, 2017 by the Reporting Person pursuant to the Issuer's Outside Director Compensation Policy. Each RSU represents a contingent right to receive one share of Issuer Class A common stock. The RSUs will vest on the earlier of (i) the day prior to the next annual meeting of stockholders held after the date of grant or (ii) the one-year anniversary of the date of grant, in each case subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- Pursuant to the terms of the Reporting Person's arrangement with Riverwood Capital Management L.P. ("Riverwood Capital") and certain related entities, Mr. Parks 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 the 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.

Remarks:

/s/ Olive Huang, by power of attorney 12/20/2017

** 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.