

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

|  |   |  |   |
|--|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Pandey Dheeraj</u>                              | 2. Date of Event Requiring Statement (Month/Day/Year)<br>09/29/2016 | 3. Issuer Name and Ticker or Trading Symbol<br><u>Nutanix, Inc. [ NTNX ]</u>   |   |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CEO and Chairman</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)  |
| (Last) (First) (Middle)<br><u>C/O NUTANIX, INC.</u><br><u>1740 TECHNOLOGY DRIVE, SUITE 150</u> |   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
| (Street)<br><u>SAN JOSE CA 95110</u>   |   |  |   |
| (City) (State) (Zip)   |   |  |   |

## Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock <sup>(1)</sup>     | 4,756,592   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock <sup>(1)</sup>     | 2,500,000   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock <sup>(1)</sup>     | 2,000,000   | I  | See footnote <sup>(4)</sup>                           |
| Common Stock <sup>(1)</sup>     | 500,000   | I  | See footnote <sup>(5)</sup>                           |

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
| Employee Stock Option (right to buy)       | (6)  | 03/27/2022      | Common Stock <sup>(1)</sup><br>886,000                                      | 0.49   | D  |   |
| Employee Stock Option (right to buy)       | (6)  | 06/12/2022      | Common Stock <sup>(1)</sup><br>705,000                                      | 0.49   | D  |   |
| Employee Stock Option (right to buy)       | (7)  | 09/16/2026      | Common Stock <sup>(1)</sup><br>500,000                                      | 12   | D  |   |
| Restricted Stock Units                     | (8)  | (8)             | Common Stock <sup>(1)</sup><br>600,000                                      | (9)  | D  |   |

## Explanation of Responses:

- Each share of common stock shall be 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.
- The shares are held of record by The Pandey Revocable Trust for which the Reporting Person and his spouse serve as trustees.
- The shares are held of record by The Pandey Irrevocable Descendants' Trust for which the Reporting Person's spouse serves as trustee.
- The shares are held of record by The Pandey 2016 Annuity Trust for which the Reporting Person serves as trustee.
- The shares are held of record by The Swapna Pandey 2014 Irrevocable Descendant's Trust for which the Reporting Person serves as trustee.
- Shares subject to the option are fully vested and immediately exercisable.
- Shares subject to the option vest in 48 equal monthly installments beginning on October 16, 2016.
- On April 28, 2017, 450,000 restricted stock units, or RSUs, vest and become issuable and the remaining RSUs vest in four equal quarterly installments beginning on July 15, 2017.
- Each RSU represents a contingent right to receive one share of Issuer common stock.

## Remarks:

Exhibit 24 - Power of Attorney

/s/ Olive Huang, by power of attorney 09/29/2016

\*\* 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Nutanix, Inc. (the "Company"), hereby constitutes and appoints each of Dheeraj Pandey, Duston M. Williams, Eric S. Whitaker, Kenneth W. Long III, Haleh Carrillo, Aaron Boynton and Olive Huang as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September, 2016.

Signature: /s/ Dheeraj Pandey  
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Print Name: Dheeraj Pandey  
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