

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Williams Duston</u>			2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNIX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2016</u>			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 _____		
C/O NUTANIX, INC. 1740 TECHNOLOGY DRIVE, SUITE 150			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN JOSE CA 95110								
(City) (State) (Zip)								

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			

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 Option (right to buy)	\$3.2	10/05/2016		j ⁽¹⁾			1,255,000	(2)	06/18/2024	Common Stock ⁽¹⁾	1,255,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$3.2	10/05/2016		j ⁽¹⁾		1,255,000		(2)	06/18/2024	Class B Common Stock ⁽¹⁾	1,255,000	\$0.00	1,255,000	D	
Restricted Stock Units	(3)	10/05/2016		j ⁽¹⁾			505,000	(4)	(4)	Common Stock ⁽¹⁾	505,000	\$0.00	0	D	
Restricted Stock Units	(3)	10/05/2016		j ⁽¹⁾		505,000		(4)	(4)	Class B Common Stock ⁽¹⁾	505,000	\$0.00	505,000	D	

Explanation of Responses:

- 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.
- The option is subject to an early exercise provision and is immediately exercisable. As of the date of this report, 795,625 shares subject to the option are fully vested and the remaining 459,375 shares vest in 21 equal monthly installments beginning on October 9, 2016.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer common stock.
- On June 9, 2017, 205,000 RSUs vest and become issuable and the remaining RSUs vest in 12 equal quarterly installments beginning on March 15, 2018.

Remarks:

/s/ Olive Huang, by power of attorney 10/05/2016

** 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 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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