
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Nutanix, Inc.

(Name of Issuer)

Class A Common Stock, \$0.000025 par value per share

(Title of Class of Securities)

67059N108

(CUSIP Number)

Bain Capital Investors, LLC
200 Clarendon Street,
Boston, MA, 02116
617-516-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/04/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 67059N108

Name of reporting person

1

BCPE Nucleon (DE) SPV, LP

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of
Shares Beneficially

Shared Voting Power

Owned by

8 10,960,935.00

Each Reporting Person

9 Sole Dispositive Power

With:

0.00
Shared Dispositive Power

10

10,960,935.00

Aggregate amount beneficially owned by each reporting person

11 10,960,935.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 4.1 %

Type of Reporting Person (See Instructions)

14 PN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, \$0.000025 par value per share

Name of Issuer:

(b) Nutanix, Inc.

Address of Issuer's Principal Executive Offices:

(c) 1740 Technology Drive, Suite 150, San Jose, CALIFORNIA , 95110.

Item 1 Comment: This Amendment No. 1 to Schedule 13D relates to the Class A Common Stock of Nutanix, Inc. and amends the initial statement on Schedule 13D filed by BCPE Nucleon (DE) SPV, LP on July 26, 2024 (the "Initial Statement" and, as amended by this Amendment No. 1, the "Schedule 13D"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement.

Item 5. Interest in Securities of the Issuer

The information set forth in Items 2 and 3 and on the cover pages of this Schedule 13D is incorporated by reference in its entirety into this Item 5. The percentage of the Issuer's outstanding shares of Class A Common Stock held by the Reporting Persons is based on 267,928,246 shares of Class A Common Stock outstanding as of November 30, 2024, as reported in the Issuer's most recent Quarterly Report on Form 10-Q for the period ended October 31, 2024.

(b) The information in part (a) of Item 5 above is incorporated by reference herein.

(c) On March 4, 2025, BCPE Nucleon (DE) SPV, LP sold an aggregate of 5,500,000 shares of Class A Common Stock at

a price of \$74.51 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, for aggregate consideration of \$409,805,000. In connection with the share sale, BCPE Nucleon (DE) SPV, LP distributed 393,097 shares of Class A Common Stock to certain of the Reporting Persons' partners or members. The partners or members of the Reporting Persons that received shares of Class A Common Stock from the distribution made charitable contributions of the shares of Class A Common Stock.

- (d) Except as otherwise described in this Item 5, no one other than the Reporting Persons has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, any of the Class A Common Stock beneficially owned by the Reporting Persons as described in this Item 5.
- (e) Following the sale of shares of Class A Common Stock and related distributions on March 4, 2025 described in Item 5(c) above, the Reporting Persons ceased to beneficially own 5% or more of the Issuer's outstanding shares of Class A Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BCPE Nucleon (DE) SPV, LP

Signature: /s/ David Humphrey

Name/Title: David Humphrey/Partner

Date: 03/05/2025

Comments accompanying signature: BCPE Nucleon (DE) SPV (GP), LLC is the general partner of BCPE Nucleon (DE) SPV, LP.