

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>Mhatre Ravi</u> (Last) (First) (Middle) <u>C/O LIGHTSPEED VENTURE PARTNERS</u> <u>2200 SAND HILL ROAD</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2017</u>	
	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	04/04/2017		j ⁽¹⁾		2,860,445	D	(1)	4,631,331	I	By Lightspeed Venture Partners VII, L.P. ⁽²⁾ ⁽³⁾
Class A Common Stock	04/04/2017		j ⁽¹⁾		736,565	A	(1)	736,565	I	By Lightspeed General Partner VII, L.P. ⁽⁴⁾ ⁽³⁾
Class A Common Stock	04/04/2017		j ⁽⁵⁾		736,565	D	(5)	0	I	By Lightspeed General Partner VII, L.P. ⁽⁴⁾ ⁽³⁾
Class A Common Stock	04/04/2017		j ⁽⁵⁾		109,851	A	(5)	219,704	D	
Class A Common Stock	04/04/2017		j ⁽⁶⁾		1,430,223	D	(6)	751,928	I	By Lightspeed Venture Partners VIII, L.P. ⁽⁷⁾ ⁽⁸⁾
Class A Common Stock	04/04/2017		j ⁽⁶⁾		332,886	A	(6)	332,886	I	By Lightspeed General Partner VIII, L.P. ⁽⁹⁾ ⁽⁸⁾
Class A Common Stock	04/04/2017		j ⁽¹⁰⁾		332,886	D	(10)	0	I	By Lightspeed General Partner VIII, L.P. ⁽⁹⁾ ⁽⁸⁾
Class A Common Stock	04/04/2017		j ⁽¹⁰⁾		44,581	A	(10)	89,162	I	By Mhatre Investments LP - Fund 1 ⁽¹¹⁾

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

