

**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>RAMASWAMI RAJIV</u>  (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DR., STE 150</u>  (Street) <u>SAN JOSE CA 95110</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2022</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/25/2022		A		28,824 <sup>(1)</sup>	A	\$0.00	247,216	D	

**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
Restricted Stock Units	(2)	08/25/2022		A		275,302		(3)	(3)	Class A Common Stock	275,302	\$0.00	275,302	D	

**Explanation of Responses:**

- On October 11, 2021, the Reporting Person was granted performance-based restricted stock units ("PRSU"). The PRSUs are eligible to vest in up to three installments based on the total shareholder return of the Issuer over one-, two- and three-year performance periods, each commencing on August 1, 2021, relative to the total shareholder return of companies in the NASDAQ Composite Index. On August 25, 2022, the Compensation Committee of the Issuer's Board of Directors determined that the achievement percentage for the first performance period was 62.6385%, resulting in these shares becoming eligible to vest on September 15, 2022, subject to the Reporting Person continuing to provide service to the Issuer through the vesting date.
- Each Restricted Stock Unit, or RSU, represents a contingent right to receive one share of Issuer's Class A common stock.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on December 15, 2022, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.

**Remarks:**

/s/ Hae Cheong Chang,  
Attorney in Fact  
 \*\* Signature of Reporting Person

08/29/2022  
 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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