

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Sangster David</u>			2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2023</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 DR., SUITE 150			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>SAN JOSE</u>	<u>CA</u>	<u>95110</u>	<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(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			
Class A Common Stock	12/15/2023		M		11,787	A	\$0	78,657	D	
Class A Common Stock	12/15/2023		M		3,020	A	\$0	81,677	D	
Class A Common Stock	12/15/2023		M		6,250	A	\$0	87,927	D	
Class A Common Stock	12/15/2023		M		3,176	A	\$0	91,103	D	
Class A Common Stock	12/15/2023		F		12,016 <sup>(1)</sup>	D	\$46.32	79,087	D	
Class A Common Stock	12/18/2023		S <sup>(2)</sup>		10,616	D	\$46.0426 <sup>(3)</sup>	68,471	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					
Restricted Stock Units	(4)	12/15/2023		M		11,787	(5)	(5)	Class A Common Stock	11,787	\$0	35,363	D	
Restricted Stock Units	(4)	12/15/2023		M		3,020	(6)	(6)	Class A Common Stock	3,020	\$0	21,138	D	
Restricted Stock Units	(4)	12/15/2023		M		6,250	(7)	(7)	Class A Common Stock	6,250	\$0	68,750	D	
Restricted Stock Units	(4)	12/15/2023		M		3,176	(8)	(8)	Class A Common Stock	3,176	\$0	47,654	D	

**Explanation of Responses:**

- Represents shares withheld by the Issuer to satisfy tax withholding obligations arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- This transaction was effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 14, 2023.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$45.85 to \$46.31 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2021, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2022, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2023, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

/s/ Raymond Hum, Attorney in Fact 12/18/2023

\*\* 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.

**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.**