

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Ting Howard</u> _____ (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DRIVE, SUITE 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2016</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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			
Common Stock	10/05/2016		J <sup>(1)</sup>		365,000	D	(1)	0	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	Amount or Number of Shares				
Class B Common Stock	(1)	10/05/2016		J <sup>(1)</sup>		365,000		(2)	(2)	Class A Common Stock	365,000	\$0.00	365,000	D	
Employee Stock Option (right to buy)	\$0.05	10/05/2016		J <sup>(1)</sup>		10,000		(3)	04/13/2021	Common Stock <sup>(1)</sup>	10,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$0.05	10/05/2016		J <sup>(1)</sup>		10,000		(3)	04/13/2021	Class B Common Stock <sup>(1)</sup>	10,000	\$0.00	10,000	D	
Employee Stock Option (right to buy)	\$1.22	10/05/2016		J <sup>(1)</sup>		300,000		(4)	11/15/2022	Common Stock <sup>(1)</sup>	300,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$1.22	10/05/2016		J <sup>(1)</sup>		300,000		(4)	11/15/2022	Class B Common Stock <sup>(1)</sup>	300,000	\$0.00	300,000	D	
Employee Stock Option (right to buy)	\$3.2	10/05/2016		J <sup>(1)</sup>		200,000		(5)	05/19/2024	Common Stock <sup>(1)</sup>	200,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$3.2	10/05/2016		J <sup>(1)</sup>		200,000		(5)	05/19/2024	Class B Common Stock <sup>(1)</sup>	200,000	\$0.00	200,000	D	
Restricted Stock Units	(6)	10/05/2016		J <sup>(1)</sup>		150,000		(7)	(7)	Common Stock <sup>(1)</sup>	150,000	\$0.00	0	D	
Restricted Stock Units	(6)	10/05/2016		J <sup>(1)</sup>		150,000		(7)	(7)	Class B Common Stock <sup>(1)</sup>	150,000	\$0.00	150,000	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.
- Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B common stock, (ii) any transfer, whether or not for value, subject to certain limited exceptions, (iii) the death of a natural person (including shares held by his or her permitted estate planning entities holding Class B common stock), or (iv) October 5, 2033.
- Shares subject to the option are fully vested and immediately exercisable.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on November 1, 2013 and 1/48th of the shares vest monthly thereafter.

5. The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in 36 equal monthly installments beginning on May 1, 2016.

6. Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer common stock.

7. The RSUs vest in 16 equal quarterly installments beginning on April 1, 2017.

**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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