FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(h)

									anany Act of 1							
				2. Issuer Name and Ticker or Trading Symbol Nutanix, Inc. [NTNX]					Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner							
,	,	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 10/05/2016						Officer (give title Other (specify below)						
PARK (C A	94025		4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Indiv	Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(State)	(Zip)														
		Table I - No	n-Deri	vative	Securit	ies Acq	uired,	Disp	osed of,	or Benef	icially Ov	ned				
itle 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		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
						Ì	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)				(Instr. 4)
Stock			10/0	5/2016			C		12,476,42	0 A	(1)(2)(3)	12,476,420		120 I I I		See footnote ⁽⁴⁾
Stock			10/0	5/2016			C		797,640	A	(1)(2)(3)	797,640		97,640 I		See footnote ⁽⁵⁾
Stock			10/0	5/2016			J ⁽⁶⁾		12,476,42	0 D	(6)	0				See footnote ⁽⁴⁾
Stock			10/0	5/2016			J ⁽⁶⁾		797,640	D	(6)	0				See footnote ⁽⁵⁾
		Table II -										ied				
2. Conversion or Exercise Price of Derivative	e (Month/Day/Year) if any	Execution Date, if any		Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expiration Date Secu (Month/Day/Year) Deriv		Securities Derivative	Jnderlying Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned	ve Ownersh es Form: ially Direct (D or Indire	Beneficial Ownership ct (Instr. 4)		
Security			Code	v (A)	(D)	Date Exerc	isable	Expiration Date	Title	Number of		Reporte Transac	ed ction(s)	(I) (Instr. 4	1)
(1)	10/05/2016		С			9,861,996	(1	1)	(1)	Common	9,861,996	\$0.00)	I	See footnote ⁽⁴⁾
(1)							1			Stock			1			
	10/05/2016		С			630,495	(1	1)	(1)	Common	630,495	\$0.00	()	I	See footnote ⁽⁵⁾
(2)	10/05/2016		С			630,495	(2		(1)	Common	630,495	\$0.00	(I	
(2)								2)		Common Stock)		footnote ⁽⁵⁾ See
	10/05/2016		С			1,969,635	(2	22)	(2)	Common Stock Common Stock	1,969,635	\$0.00	()	I	footnote ⁽⁵⁾ See footnote ⁽⁴⁾ See
(2)	10/05/2016		C			1,969,635	(2	22)	(2)	Common Stock Common Stock Common Stock	1,969,635	\$0.00	()	I	footnote ⁽⁵⁾ See footnote ⁽⁴⁾ See footnote ⁽⁵⁾
(2)	10/05/2016 10/05/2016 10/05/2016		c c c		2,476,420	1,969,635 125,922 644,789	(2	22)	(2)	Common Stock Common Stock Common Stock Common Stock	1,969,635 125,922 644,789	\$0.00 \$0.00 \$0.00	()	1 1	footnote ⁽⁵⁾ See footnote ⁽⁴⁾ See footnote ⁽⁵⁾ See footnote ⁽⁴⁾
	Ventures (IND HILL R PARK (S ecurity (Institute of the content	(State) ecurity (Instr. 3) Stock Stock Conversion or Exercise Price of Date (Month/Day/Year) Derivative Security	(First) (Middle) ND HILL ROAD PARK CA 94025 (State) (Zip) Table I - No Bourity (Instr. 3) Stock Stock Stock Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) (Middle) A 94025 Table II - No Stock 3. Transaction Execution Date, if any (Month/Day/Year)	Ventures IV, L.P.	Address of Reporting Person* Ventures IV, L.P. (First) (Middle) 3. Date 10/05/ PARK CA 94025 (State) (Zip) 4. If Am Park Code (Month/Day/Year) Stock 10/05/2016 Stock 10/05/2016 Table II - Derivative Security (Month/Day/Year) 3. Date (Month/Day/Year) 4. If Am Park Code (Month/Day/Year) 5. If any (Month/Day/Year) 5. If any (Month/Day/Year) 6. If any (Month/Day/Year) 7. If any (Month/Day/Year) 8. If any (Month/Day/Year)	Address of Reporting Person* Ventures IV, L.P. (First) (Middle) AD HILL ROAD PARK CA (State) (State) Table I - Non-Derivative Securities (Month/Day/Year) Stock 10/05/2016 Table II - Derivative Securities (e.g., puts, calls, was called any conservative Securities (e.g., puts, calls, was price of Derivative Security (Month/Day/Year) 2. Issuer Name a Nutanix, Ind 3. Date of Earlies 10/05/2016 4. If Amendment, 2A. Dee Executifies 10/05/2016 10/05/2016 Table II - Derivative Securities (e.g., puts, calls, was price of Date (Month/Day/Year) (Month/Day/Year) 2. Stock 10/05/2016 Table II - Derivative Securities (e.g., puts, calls, was price of Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, was price of Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person Ventures IV, L.P. (First) (Middle) (First) (Middle) (State) (State)	Address of Reporting Person Ventures IV, L.P. (First) (First) (Middle) DATE (CA 94025 (State) Table I - Non-Derivative Securities Acquired, Month/Day/Year) (Month/Day/Year) Stock 10/05/2016 Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option of Exercise Price of Date (Month/Day/Year) Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option of Exercise Price of Date (Month/Day/Year) Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option of Exercise Price of Date (Month/Day/Year) Conversion of Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Sa. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option of Exercise Price of Date (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Sa. Deemed Execution Date, if any (M	Address of Reporting Person Ventures IV, L.P. (First) (State) (Month/Day/Year) (State) (Month/Day/Year) (Month/Day	Address of Reporting Person Ventures IV, L.P. (First) (Middle) (Middle) (Middle) (Middle) (First) (Middle) (Mi	Nutanix, Inc. NTNX	2.	Address of Reporting Person Ventures IV, L.P. Code V Amount (A) or price (Instr. 3) (A) or price (Instr. 3) (A) or price (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or privative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (B) or	Address of Reporting Person Ventures IV, L.P. (First) (Middle) A. Bactification (Month/Day/Year) (Middle) (Middle) A. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Yea	2 Saver Name and Ticker or Trading Symbol Nistanix, Inc. NTNX Saver Name and Ticker or Trading Symbol Nistanix, Inc. NTNX	Address of Reporting Person Ventures IV, L.P. 2. Issuer Name and Ticker or Trading Symbol Nutanix, Inc. [NTNX] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) 7. Transaction (Month/Day/Year) 8. Individual or Joint/Group Filing (Check Applicate) Form filed by One Reporting Person X 10% Ov Other (e below) 8. Individual or Joint/Group Filing (Check Applicate) Form filed by One Reporting Person X 10% Ov Other (e below) 8. Individual or Joint/Group Filing (Check Applicate) Form filed by One Reporting Person X Form filed by One Reporting Form filed by One Reporting Person X Form filed by One Reporti

1. Name and Address of Reporting Person* Khosla Ventures IV, L.P.						
(Last)	(First)	(Middle)				
2128 SAND HILL	ROAD					
(Street)						
MENLO PARK	CA	94025				

(City)	(State)	(Zip)				
1. Name and Address of	· ·					
Khosla Ventures	<u>IV (CF), L.P.</u>					
(Last)	(First)	(Middle)				
2128 SAND HILL R	, ,	(Middle)				
(Street)						
MENLO PARK	CA	94025				
(City)	(State)	(Zip)				
1. Name and Address of	Reporting Person*					
Khosla Ventures	Associates IV, LLC	<u>2</u>				
(Last)	(First)	(Middle)				
2128 SAND HILL R	OAD					
(Street)						
MENLO PARK	CA	94025				
,						
(City)	(State)	(Zip)				
1. Name and Address of	Reporting Person*					
VK Services, LL	<u>C</u>					
(1 4)	(Final)	(Middle)				
(Last) 2128 SAND HILL R	(First)	(Middle)				
2126 SAND HILL K	OAD					
(Street)						
MENLO PARK	CA	94025				
(City)	(State)	(Zip)				
1. Name and Address of	· -					
KHOSLA VINOD						
(Last)	(First)	(Middle)				
2128 SAND HILL R	, ,	(wildle)				
(Street)						
MENLO PARK	CA	94025				
(City)	(Ctata)	(7:n)				
(City)	(State)	(Zip)				

Explanation of Responses:

- 1. The Series B convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A common stock (the "IPO") and had no expiration date.
- 2. The Series C convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- 3. The Series D convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- 4. Consists of securities held of record by Khosla Ventures IV, L.P. ("KV IV"), of which Khosla Ventures Associates IV, LLC ("KVA IV") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA IV, Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV, and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- 5. Consists of securities held of record by Khosla Ventures IV (CF), L.P. ("KV IV (CF)"), of which KVA IV is the general partner. Vinod Khosla is the managing member of VK Services, which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV (CF), and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- 6. Following the conversion of each series of the Issuer's convertible preferred stock into common stock and immediately prior to the completion of the IPO, each share of common stock was reclassified into one share of Class B common stock in an exempt transaction pursuant to Rule 16b-7.
- 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.

Remarks:

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as 10/05/2016 Manager of Khosla Ventures Associates IV, LLC, in its capacity as general partner of Khosla Ventures IV, L.P. /s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as 10/05/2016 Manager of Khosla Ventures Associates IV, LLC, in its capacity as general partner of Khosla Ventures IV (CF), L.P. /s/ John J. Demeter, as attorney in 10/05/2016

fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates IV, LLC

/s/ John J. Demeter, as attorney in

fact for Vinod Khosla, as Managing Member of VK

Services, LLC

Date

10/05/2016

/s/ John J. Demeter, as attorney in 10/05/2016 fact for Vinod Khosla

** Signature of Reporting Person

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.