

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>Khosla Ventures IV, L.P.</u> (Last) (First) (Middle) 2128 SAND HILL ROAD (Street) MENLO PARK CA 94025 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/05/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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		C		12,476,420	A	(1)(2)(3)	12,476,420	I	See footnote ⁽⁴⁾
Common Stock	10/05/2016		C		797,640	A	(1)(2)(3)	797,640	I	See footnote ⁽⁵⁾
Common Stock	10/05/2016		J ⁽⁶⁾		12,476,420	D	(6)	0	I	See footnote ⁽⁴⁾
Common Stock	10/05/2016		J ⁽⁶⁾		797,640	D	(6)	0	I	See footnote ⁽⁵⁾

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				
Series B Convertible Preferred Stock	(1)	10/05/2016		C		9,861,996		(1)	(1)	Common Stock	9,861,996	\$0.00	0	I	See footnote ⁽⁴⁾
Series B Convertible Preferred Stock	(1)	10/05/2016		C		630,495		(1)	(1)	Common Stock	630,495	\$0.00	0	I	See footnote ⁽⁵⁾
Series C Convertible Preferred Stock	(2)	10/05/2016		C		1,969,635		(2)	(2)	Common Stock	1,969,635	\$0.00	0	I	See footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(2)	10/05/2016		C		125,922		(2)	(2)	Common Stock	125,922	\$0.00	0	I	See footnote ⁽⁵⁾
Series D Convertible Preferred Stock	(3)	10/05/2016		C		644,789		(3)	(3)	Common Stock	644,789	\$0.00	0	I	See footnote ⁽⁴⁾
Series D Convertible Preferred Stock	(3)	10/05/2016		C		41,223		(3)	(3)	Common Stock	41,223	\$0.00	0	I	See footnote ⁽⁵⁾
Class B Common Stock	(6)	10/05/2016		J ⁽⁶⁾		12,476,420		(7)	(7)	Class A Common Stock	12,476,420	\$0.00	12,476,420	I	See footnote ⁽⁴⁾
Class B Common Stock	(6)	10/05/2016		J ⁽⁶⁾		797,640		(7)	(7)	Class A Common Stock	797,640	\$0.00	797,640	I	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person* <u>Khosla Ventures IV, L.P.</u> (Last) (First) (Middle) 2128 SAND HILL ROAD (Street) MENLO PARK CA 94025		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Khosla Ventures IV (CF), L.P.		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Khosla Ventures Associates IV, LLC		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
VK Services, LLC		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
KHOSLA VINOD		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

- 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.
- 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.
- 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.
- 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 securities held by KV IV. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- 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.
- 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.
- 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 Manager of Khosla Ventures Associates IV, LLC, in its capacity as general partner of Khosla Ventures IV, L.P.](#) 10/05/2016

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

[/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](#) [10/05/2016](#)
[Managing Member of VK
Services, LLC](#)

[/s/ John J. Demeter, as attorney in
fact for Vinod Khosla](#) [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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