

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)
June 3, 2020

NUTANIX, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-37883

(Commission File Number)

27-0989767

(IRS Employer
Identification No.)

**1740 Technology Drive, Suite 150
San Jose, California 95110**

(Address of principal executive offices, including zip code)

(408) 216-8360

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.000025 par value per share	NTNX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Virginia Gambale to the Board of Directors

On and effective as of June 3, 2020, the Board of Directors (the "Board") of Nutanix, Inc. (the "Company") appointed Ms. Virginia Gambale as a Class II director to fill the vacancy created by Mr. Michael P. Scarpelli's resignation from the Board, as described further below, and further appointed Ms. Gambale as a member of the Audit Committee of the Board. The Board determined that Ms. Gambale is an independent director under the applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and within the meaning of the listing standards of the Nasdaq Global Select Market. There is no arrangement or understanding between Ms. Gambale and any other persons pursuant to which Ms. Gambale was selected as a director.

The Company was previously a party to a consulting agreement (the "Consulting Agreement") with Azimuth Partners, LLC ("Azimuth"). Ms. Gambale serves as the Managing Partner of Azimuth. The Consulting Agreement was terminated on June 3, 2020, prior to Ms. Gambale's appointment to the Board (the "Termination Time"). Prior to the Termination Time and under the terms of the Consulting Agreement, Azimuth received certain cash retainer fees and, on June 9, 2017, Ms. Gambale was personally granted certain restricted stock units (collectively, the "RSUs") representing the right to receive the same number of shares of the Company's Class A common stock upon vesting.

Since the beginning of the Company's last fiscal year, which began on August 1, 2018, Ms. Gambale's interest in the transactions under the Consulting Agreement amounted to, in the aggregate, approximately \$140,590, consisting of: (1) aggregate cash retainer fees of approximately \$110,000 paid or payable to Azimuth, whose interest in the transaction is being wholly attributed to Ms. Gambale as its Managing Director; and (2) \$30,590, representing the aggregate grant date fair market value of 1,750 RSUs that vested from August 1, 2018 until the Termination Time. All remaining unvested RSUs previously granted to Ms. Gambale under the Consulting Agreement were terminated and cancelled as of the Termination Time.

Other than the Consulting Agreement and the indemnification agreement described in the following paragraph, Ms. Gambale does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Gambale will receive the standard compensation and equity awards provided to the Company's non-employee directors and committee members for their service pursuant to the Company's Amended and Restated Outside Director Compensation Policy, which was filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2018 filed with the SEC on December 10, 2018. In addition, Ms. Gambale has entered into the Company's standard form of director indemnification agreement, which was filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1 filed with the SEC on December 22, 2015.

A copy of the Company's press release announcing Ms. Gambale's appointment is attached hereto as Exhibit 99.1.

The information in Exhibit 99.1 attached to this Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Resignation of Michael P. Scarpelli from the Board of Directors

On June 3, 2020, Mr. Michael P. Scarpelli informed the Board of his decision to resign from the Board, effective as of June 3, 2020. Mr. Scarpelli informed the Board that his decision to resign from the Board was solely for personal reasons and not due to any disagreements with the Company on any matter, including relating to the Company's operations, policies or practices.

The Board and the Company would like to thank Mr. Scarpelli for his many years of excellent service on the Board and his many contributions to the Company.

Upon Mr. Scarpelli's resignation from the Board, Ms. Virginia Gambale succeeded Mr. Scarpelli as a Class II director, as described above, and Mr. Steven J. Gomo succeeded Mr. Scarpelli as the Chairperson of the Audit Committee of the Board.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by Nutanix, Inc. on June 4, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUTANIX, INC.

Date: June 4, 2020

By: /s/ Duston M. Williams
Duston M. Williams
Chief Financial Officer
(Principal Financial Officer)

Nutanix Appoints Virginia Gambale to its Board of Directors

Experienced Board Member, Technology Practitioner and Investor Brings Leadership Experience in Disruptive Technologies to Nutanix Board

SAN JOSE, Calif. - June 4, 2020 - [Nutanix](#) (NASDAQ: [NTNX](#)), a leader in enterprise cloud computing, announced today that it has added [Virginia Gambale](#) to its board of directors and that Mike Scarpelli has resigned from the Nutanix board, with both changes effective June 3, 2020.

“Virginia’s innovative thinking, her experience in using technology to drive corporate strategy and her insight from her vast experience in serving on many diverse boards has already been invaluable to us as an advisor,” said Dheeraj Pandey, Co-founder and CEO of Nutanix. “I am excited to have her on our board and know that her insight and advice will help us in the next stage of our company’s evolution as we continually reinvent ourselves for the benefit of our customers. Separately, I would also like to thank Mike for his many years of service and leadership on the Nutanix board.”

Gambale is an experienced board member, technology advisor and investor with deep experience in financial services and business services. She is currently Managing Partner of Azimuth Partners LLC, a strategic advisory firm focused on the use of disruptive technologies to assist mid-market and large corporations in their growth. She serves and has served on over 20 public and private boards, including currently serving on the JetBlue, First Derivatives, Regis Corporation, and Virtu Financial boards, and previously serving on the Motive, Piper Jaffray, Workbrain, Synchronoss Technologies and IQ Financial boards. Prior to founding Azimuth Partners in 2003, Gambale held senior management positions at Merrill Lynch, Bankers Trust, Deutsche Bank and Marsh & McLennan. She was also the Head of Deutsche Bank Strategic Ventures, and subsequently a General Partner at Deutsche Bank Capital and ABS Ventures until founding Azimuth Partners. Her previous experience also includes tenure as a CIO at Bankers Trust Allen Brown and the Director of Investment Banking Technology at Merrill Lynch. Gambale has a B.S. Degree in Mathematics and Computer Science from the New York Institute of Technology.

“Nutanix is a leader with an enormous amount of potential and a mission to make hybrid and multi cloud easy. I’ve worked with Nutanix over the last few years and have observed that Dheeraj and the leadership team have always been willing to disrupt themselves to provide better solutions for their customers,” said Gambale. “I look forward to working with Nutanix as they continue to leverage their superior technology to help make IT simple and affordable through disruptive technology.”

About Nutanix

Nutanix is a global leader in cloud software and a pioneer in hyperconverged infrastructure solutions, making computing invisible anywhere. Organizations around the world use Nutanix software to leverage a single platform to manage any app at any location at any scale for their private, hybrid and multi-cloud environments. Learn more at www.nutanix.com or follow us on Twitter [@nutanix](#).

© 2020 Nutanix, Inc. All rights reserved. Nutanix, the Nutanix logo, and all Nutanix product and service names mentioned herein are registered trademarks or trademarks of Nutanix, Inc. in the United States and other countries. All other brand names mentioned herein are for identification purposes only and may be the trademarks of their respective holder(s). This press release contains links to external websites that are not part of Nutanix.com. Nutanix does not control these sites and disclaims all responsibility for the content or accuracy of any external site. Our decision to link to an external site should not be considered an endorsement of any content on such a site.

###