

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>RAMASWAMI RAJIV</u>  (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DR., STE 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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/15/2022		M		23,663	A	\$0.00	206,451	D	
Class A Common Stock	06/15/2022		M		58,447	A	\$0.00	264,898	D	
Class A Common Stock	06/15/2022		M		8,628	A	\$0.00	273,526	D	
Class A Common Stock	06/16/2022		S		50,134 <sup>(1)</sup>	D	\$13.97	223,392	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
Restricted Stock Units	(2)	06/15/2022		M			23,663	(3)	(3)	Class A Common Stock	23,663	\$0.00	236,626	D	
Restricted Stock Units	(2)	06/15/2022		M			58,447	(4)	(4)	Class A Common Stock	58,447	\$0.00	584,465	D	
Restricted Stock Units	(2)	06/15/2022		M			8,628	(5)	(5)	Class A Common Stock	8,628	\$0.00	112,162	D	

**Explanation of Responses:**

- Represents shares sold to cover the tax liability arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
- The RSUs vested as to 25% of the underlying shares on December 15, 2021, with 1/16th of the remaining shares vesting quarterly thereafter subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- As previously reported, on December 9, 2020, the Reporting Person was granted a target number of 703,117 performance-based RSUs ("PRSUs") subject to two stock price milestones. 133% of the target number of PRSUs became eligible to vest upon achievement of both milestones. The eligible PRSUs vested as to 25% of the underlying shares on December 15, 2021, with 1/16th of the remaining shares vesting quarterly thereafter, 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.

**Remarks:**

/s/ Carmen Elliott, Attorney in Fact 06/17/2022

\*\* 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.