SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person[*]

Wall Tyler

(Last) (First) (Middle)

C/O NUTANIX, INC.
1740 TECHNOLOGY DR., SUITE 150
(Street)

SAN JOSE   CA   95110
(City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
Nutanix, Inc. [NTNX]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2023

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_ Director   _ 10% Owner
X Officer (give title below)   _ Other (specify below)
Chief Legal Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
_ Form filed by More than One Reporting Person |

Rule 10b5-1(c) Transaction Indication

_ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	12/15/2023		M		6,483	A	$0	70,278	D	
Class A Common Stock	12/15/2023		M		2,071	A	$0	72,349	D	
Class A Common Stock	12/15/2023		M		5,625	A	$0	77,974	D	
Class A Common Stock	12/15/2023		M		2,647	A	$0	80,621	D	
Class A Common Stock	12/15/2023		F		8,344[1]	D	$46.32	72,277	D	
Class A Common Stock	12/18/2023		S		35,000	D	$47.1221[2]	37,277	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				
Restricted Stock Units	[3]	12/15/2023		M			6,483	[4]	[4]	Class A Common Stock	6,483	$0	19,450	D	
Restricted Stock Units	[3]	12/15/2023		M			2,071	[5]	[5]	Class A Common Stock	2,071	$0	14,494	D	
Restricted Stock Units	[3]	12/15/2023		M			5,625	[6]	[6]	Class A Common Stock	5,625	$0	61,875	D	
Restricted Stock Units	[3]	12/15/2023		M			2,647	[7]	[7]	Class A Common Stock	2,647	$0	39,711	D	

Explanation of Responses:

1. Represents shares withheld by the Issuer to satisfy tax withholding obligations arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.

2. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $46.955 to $47.375 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.

4. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

5. 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.

6. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2022, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

7. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2023, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

/s/ Raymond Hum, Attorney in Fact   12/18/2023

** Signature of Reporting Person   Date