

**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)

March 15, 2023

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 15, 2023, Nutanix, Inc. (the "Company") received a notification letter (the "Letter") from The Nasdaq Stock Market LLC ("Nasdaq") stating that, because the Company has not yet filed its Quarterly Report on Form 10-Q for the quarter ended January 31, 2023, the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires Nasdaq-listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

The Letter has no immediate effect on the listing or trading of the Company's Class A common stock on the Nasdaq Global Select Market. The Letter states that the Company has 60 calendar days to submit to Nasdaq a plan to regain compliance with the Nasdaq Listing Rules. If Nasdaq accepts the plan, Nasdaq can grant the Company an exception of up to 180 calendar days from the prescribed due date for filing the Form 10-Q, or until September 11, 2023, to regain compliance. If Nasdaq does not accept the plan, the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

On March 16, 2023, the Company issued a press release announcing its receipt of the Letter. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

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 March 16, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: March 16, 2023

By: /s/ Rukmini Sivaraman

Rukmini Sivaraman
Chief Financial Officer

Nutanix Receives Notification of Deficiency from Nasdaq Related to Delayed Quarterly Report on Form 10-Q

SAN JOSE, Calif. – March 16, 2023 – Nutanix, Inc. (NASDAQ: NTNX), a leader in hybrid multicloud computing, today announced that, on March 15, 2023, the Company received a standard notification letter from Nasdaq stating that, because the Company has not yet filed its Quarterly Report on Form 10-Q for the quarter ended January 31, 2023, the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of all required periodic financial reports with the Securities and Exchange Commission (the “SEC”).

The Nasdaq notification has no immediate effect on the listing or trading of the Company’s Class A common stock on the Nasdaq Global Select Market. Under Nasdaq listing rules, the Company has 60 calendar days from the date of the letter to submit a plan to regain compliance. If Nasdaq accepts the plan, Nasdaq can grant an exception of up to 180 calendar days from the 10-Q’s original due date, or until September 11, 2023, to regain compliance. The Company expects to submit a plan to regain compliance or file its Form 10-Q within the timeline prescribed by Nasdaq.

Forward-Looking Statements

This press release contains express and implied forward-looking statements, including, but not limited to, statements regarding our expectations regarding our plan to regain compliance or file our Form 10-Q within the timeline prescribed by Nasdaq. These forward-looking statements are not historical facts and instead are based on our current expectations, estimates, opinions, and beliefs. Consequently, you should not rely on these forward-looking statements. The accuracy of these forward-looking statements depends upon future events and involves risks, uncertainties, and other factors, including factors that may be beyond our control, that may cause these statements to be inaccurate and cause our actual results, performance or achievements to differ materially and adversely from those anticipated or implied by such statements, including, among others: delays in our ability to complete the previously announced Audit Committee investigation and finalize our financial results in a timely manner; the risk that the Audit Committee investigation identifies errors, which may be material, in the Company’s historical financial results; the finalization of management’s assessment of the effectiveness of the Company’s internal controls and procedures and disclosure controls and procedures and the potential for material weakness in the Company’s internal controls over financial reporting; the potential for delisting, legal proceedings or government investigations or enforcement actions relating to the subject of the Audit Committee investigation or inability to finalize financial results in a timely manner; and other risks detailed in our Annual Report on Form 10-K for the fiscal year ended July 31, 2022 filed with the SEC on September 21, 2022 and our Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2022 filed with the SEC on December 7, 2022. Our SEC filings are available on the Investor Relations section of our

website at ir.nutanix.com and on the SEC's website at www.sec.gov. These forward-looking statements speak only as of the date of this press release and, except as required by law, we assume no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any of these forward-looking statements to reflect actual results or subsequent events or circumstances.

About Nutanix

Nutanix is a global leader in cloud software and a pioneer in hyperconverged infrastructure solutions, making clouds invisible, freeing customers to focus on their business outcomes. Organizations around the world use Nutanix software to leverage a single platform to manage any app at any location for their hybrid multicloud environments. Learn more at www.nutanix.com or follow us on social media [@nutanix](#).

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