

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Pandey Dheeraj</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O NUTANIX, INC.</u></p> <p><u>1740 TECHNOLOGY DRIVE, SUITE 150</u></p> <p>(Street)</p> <p><u>SAN JOSE CA 95110</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Nutanix, Inc. [NTNX]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>09/15/2019</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>CEO and Chairman</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	09/15/2019		M		12,500	A	\$0	254,214	D	
Class A Common Stock	09/15/2019		M		6,250	A	\$0	260,464	D	
Class A Common Stock								8,077	I	See Footnote ⁽¹⁾

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	(2)	09/15/2019		M			12,500	(3)	(3)	Class A Common Stock	12,500	\$0	112,500	D	
Restricted Stock Units	(2)	09/15/2019		M			6,250	(4)	(4)	Class A Common Stock	6,250	\$0	81,250	D	
Class B Common Stock	(5)	09/16/2019		J ⁽⁶⁾	V		1,516,225	(5)	(5)	Class A Common Stock	1,516,225	\$0	0	I	See footnote ⁽⁷⁾
Class B Common Stock	(5)	09/16/2019		J ⁽⁶⁾	V		372,571	(5)	(5)	Class A Common Stock	372,571	\$0	5,602,938	I	See footnote ⁽¹⁾
Class B Common Stock	(5)	09/16/2019		J ⁽⁶⁾	V		381,218	(5)	(5)	Class A Common Stock	381,218	\$0	381,218	I	See footnote ⁽⁸⁾
Class B Common Stock	(5)	09/16/2019		J ⁽⁶⁾	V		381,218	(5)	(5)	Class A Common Stock	381,218	\$0	381,218	I	See footnote ⁽⁸⁾
Class B Common Stock	(5)	09/16/2019		J ⁽⁶⁾	V		381,218	(5)	(5)	Class A Common Stock	381,218	\$0	381,218	I	See footnote ⁽⁸⁾

Explanation of Responses:

- The shares are held of record by The Pandey Revocable Trust for which the Reporting Person and his spouse serve as trustees.
- Each Restricted Stock Unit, or RSU, represents a contingent right to receive one share of Issuer common stock.
- The RSUs vest in 16 equal quarterly installments beginning on March 15, 2018, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.
- The RSUs vest in 16 equal quarterly installments beginning on March 15, 2019, subject to Reporting Person continuing to provide service to the Issuer through the applicable vesting dates.
- 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.
- The shares were transferred pursuant to a gift transfer.
- The shares are held of record by The Pandey 2016 Annuity Trust for which the Reporting Person serves as trustee.
- The shares are held of record by the Pandey 2016 Annuity trust, for which the Reporting Person serves as trustee, for the benefit of the Reporting Person's minor child.

Remarks:

/s/ Olive Huang, by power of attorney 09/17/2019

** 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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