

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>RAMASWAMI RAJIV</u>  (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 <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) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2024	
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	12/15/2024		M		23,663	A	\$0	662,677	D	
Class A Common Stock	12/15/2024		M		58,447	A	\$0	721,124	D	
Class A Common Stock	12/15/2024		M		8,628	A	\$0	729,752	D	
Class A Common Stock	12/15/2024		M		17,206	A	\$0	746,958	D	
Class A Common Stock	12/15/2024		M		15,885	A	\$0	762,843	D	
Class A Common Stock	12/15/2024		M		8,507	A	\$0	771,350	D	
Class A Common Stock	12/15/2024		F		58,415 <sup>(1)</sup>	D	\$66.05	712,935	D	
Class A Common Stock	12/16/2024		S		47,799 <sup>(2)</sup>	D	\$65.7159 <sup>(3)</sup>	665,136	D	
Class A Common Stock	12/16/2024		S		16,102 <sup>(2)</sup>	D	\$66.2571 <sup>(4)</sup>	649,034	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	(5)	12/15/2024		M			23,663	(6)	(6)	Class A Common Stock	23,663	\$0	0	D	
Restricted Stock Units	(5)	12/15/2024		M			58,447	(7)	(7)	Class A Common Stock	58,447	\$0	0	D	
Restricted Stock Units	(5)	12/15/2024		M			8,628	(8)	(8)	Class A Common Stock	8,628	\$0	25,884	D	
Restricted Stock Units	(5)	12/15/2024		M			17,206	(9)	(9)	Class A Common Stock	17,206	\$0	120,445	D	
Restricted Stock Units	(5)	12/15/2024		M			15,885	(10)	(10)	Class A Common Stock	15,885	\$0	174,729	D	
Restricted Stock Units	(5)	12/15/2024		M			8,507	(11)	(11)	Class A Common Stock	8,507	\$0	127,609	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. This transaction was effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 9, 2024.
3. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$65.035 to \$66.03 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.
4. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$66.035 to \$66.61 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.
5. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2024, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

/s/ Raymond Hum, Attorney in 12/17/2024  
Fact

\*\* 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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