

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Khosla Ventures IV, L.P.</u> <hr/> (Last) (First) (Middle) 2128 SAND HILL ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/29/2016	3. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock <sup>(2)</sup>	9,861,996	(1)	I	See footnote <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock <sup>(2)</sup>	630,495	(1)	I	See footnote <sup>(4)</sup>
Series C Convertible Preferred Stock	(5)	(5)	Common Stock <sup>(2)</sup>	1,969,635	(5)	I	See footnote <sup>(3)</sup>
Series C Convertible Preferred Stock	(5)	(5)	Common Stock <sup>(2)</sup>	125,922	(5)	I	See footnote <sup>(4)</sup>
Series D Convertible Preferred Stock	(6)	(6)	Common Stock <sup>(2)</sup>	644,789	(6)	I	See footnote <sup>(3)</sup>
Series D Convertible Preferred Stock	(6)	(6)	Common Stock <sup>(2)</sup>	41,223	(6)	I	See footnote <sup>(4)</sup>

1. Name and Address of Reporting Person\*  
Khosla Ventures IV, L.P.  


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 (Last) (First) (Middle)  
 2128 SAND HILL ROAD  


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 (Street)  
 MENLO PARK CA 94025  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Khosla Ventures IV (CF), L.P.  


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 (Last) (First) (Middle)  
 2128 SAND HILL ROAD  


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 (Street)  
 MENLO PARK CA 94025  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Khosla Ventures Associates IV, LLC  


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 (Last) (First) (Middle)  
 2128 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VK Services, LLC](#)

(Last) (First) (Middle)  
2128 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KHOSLA VINOD](#)

(Last) (First) (Middle)  
2128 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series B convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A common stock (the "IPO") and has no expiration date.
2. Following the conversion of each series of the Issuer's convertible preferred stock into common stock and immediately prior to the completion of the IPO, each share of common stock shall be reclassified into one share of Class B common stock in an exempt transaction pursuant to Rule 16b-7.
3. Consists of securities held of record by Khosla Ventures IV, L.P. ("KV IV"), of which Khosla Ventures Associates IV, LLC ("KVA IV") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV, and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
4. Consists of securities held of record by Khosla Ventures IV (CF), L.P. ("KV IV (CF)"), of which KVA IV is the general partner. Vinod Khosla is the managing member of VK Services, which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV (CF), and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
5. The Series C convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.
6. The Series D convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

[/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC, in its capacity  
as Manager of Khosla Ventures  
Associates IV, LLC, in its  
capacity as general partner of  
Khosla Ventures IV, L.P.](#)

[09/29/2016](#)

[/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC, in its capacity  
as Manager of Khosla Ventures  
Associates IV, LLC, in its  
capacity as general partner of  
Khosla Ventures IV \(CF\), L.P.](#)

[09/29/2016](#)

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in fact for Vinod Khosla](#)

[09/29/2016](#)

\*\* 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 5 (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.**

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these present that the undersigned hereby makes, constitutes and appoints each of Samir Kaul, John Demeter and Kimberly Totah, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other application materials necessary or appropriate to obtain codes and passwords enabling the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC and make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in his own capacity and in the undersigned's capacity as managing manager of VK Services, LLC, Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Exchange Act;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, or other form or report, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form or report with the SEC and any stock exchange or similar authority;

(4) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in any of the securities issued by entities in which any of Khosla Ventures I, L.P., Khosla Ventures II, L.P., Khosla Ventures III, L.P., Khosla Ventures IV, L.P., Khosla Ventures IV (CF), L.P., Khosla Ventures V, L.P., Khosla Ventures Seed, L.P., Khosla Ventures Seed Side Fund, L.P., Khosla Ventures Seed B, L.P., Khosla Ventures Seed B (CF), L.P. or Khosla Ventures Seed C, L.P. has made an investment (each and any of such entities, the "Khosla Portfolio Companies") from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming or relieving, nor is VK Services, LLC assuming or relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither VK Services, LLC nor the foregoing attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 with respect to the undersigned's holdings of and transactions in securities issued by any of the Khosla Portfolio Companies, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of September, 2016.

/s/ Vinod Khosla  
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Signature

Vinod Khosla

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Print Name