

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Humphrey David</u> (Last) (First) (Middle) C/O BAIN CAPITAL INVESTORS, LLC 200 CLARENDON STREET (Street) BOSTON MA 02116 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2024</u>	
	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	07/22/2024		M		16,854,032 ⁽¹⁾	A	\$0.00	16,854,032	I	See Footnotes ⁽¹⁾⁽²⁾
Class A Common Stock								37,100 ⁽³⁾	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					
2.50% Convertible Senior Notes due 2026	\$27.75 ⁽⁴⁾	07/22/2024		M			817,632,828	⁽⁵⁾	⁽⁶⁾	Class A Common Stock	\$0	0	I	See footnotes ⁽¹⁾⁽²⁾

Explanation of Responses:

- Represents shares of the Issuer's common stock acquired directly by BCPE Nucleon (DE) SPV, LP ("BCPE Nucleon") upon conversion of its \$817,632,828 aggregate principal amount of 2.50% convertible notes due 2026, which was settled with \$817,632,828 in cash on July 1, 2024 and, upon the expiration of the receipt of required regulatory approvals, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, which occurred on July 22, 2024, 16,854,032 shares of Class A common stock. In accordance with the indenture governing the notes, the conversion obligation was calculated based on a 25-trading day trailing volume-weighted average price of Class A common stock of approximately \$65.51 per share, with the principal amount of the convertible notes settled in cash and the remainder settled in Class A common stock.
- David Humphrey is a Partner of Bain Capital Investors, LLC ("BCI"), the ultimate general partner of BCPE Nucleon. Voting and investment decisions with respect to securities held by BCPE Nucleon are made by the partners of BCI. As a result, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the securities held by BCPE Nucleon. Mr. Humphrey disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- The amount reported includes 6,088 unvested restricted stock units, which are issuable into shares of the Issuer's Class A common stock upon vesting.
- The conversion rate of 36.0360 per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of \$27.75 per share of Common Stock.
- In accordance with an investment agreement, dated as of August 26, 2020, as amended on September 24, 2020, the BCPE Nucleon is restricted from converting the Convertible Notes prior to the earlier of (i) the date that is 12 months from the date of issuance and (ii) immediately prior to the consummation of any change of control of the Issuer or entry into a definitive agreement for a transaction that, if consummated, would result in a change in control of the Issuer or a fundamental change, in each case, subject to certain exceptions. Thereafter, the Convertible Notes are convertible at the option of the holder at any time until the close of business on the scheduled trading day immediately preceding the maturity date.
- The Convertible Notes mature on September 15, 2026, subject to earlier redemption, repurchase or conversion in accordance with their terms.

/s/ David Humphrey 07/24/2024
 ** 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.

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.