FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

<i>N</i> ashington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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

Name and Address of Reporting Person*     Sangster David						2. Issuer Name <b>and</b> Ticker or Trading Symbol Nutanix, Inc. [ NTNX ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last)	(F TANIX, IN	*	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2023								X Officer (give title below) Other (specify below)  Chief Operating Officer				specity	
1740 TECHNOLOGY DR., SUITE 150					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) SAN JO	SE C.	A	95110												X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(S	tate)	(Zip)			Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a satisfy the affirmative defense conditions of Rule 10b5-1(c). See Inst						to a con	ı contract, instruction or written plan that is intended to truction 10.						
		Tabi	le I - No	on-Deriv															
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Transac Date (Month/Da			ction	tion 2A. D Exect y/Year) if any			3. Transaction Code (Instr. 8)		4. Securit	ties Acquired (A) o		A) or	5. Amount of		6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	n: Direct or Indirect nstr. 4)	Ownership		
									Code	v	Amount	(A)	or	Price	Transac (Instr. 3	ction(s)			(Instr. 4)
Class A C	Common Sto	ock		06/15	/2023				М		15,62	5	A	\$0	160	160,684		D	
Class A C	Common St	ock		06/15/	/2023				М		11,78	8 4	A	\$ <mark>0</mark>	172	2,472		D	
Class A Common Stock 06/			06/15/	/2023	023			M		3,019 A		A	\$ <mark>0</mark>	175	175,491		D		
Class A C	Class A Common Stock 06			06/15/	/2023	.023			M		6,250	) ]	A	\$ <mark>0</mark>	181,741			D	
Class A Common Stock 06/16/20				/2023	23		S		18,912 <sup>(1)</sup> D \$		\$29.09	96 162	5 162,829		D				
		Т	able II								osed of				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution if any (Month/I	ned	4. Transac Code (li 8)	tion	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired or oosed o) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)		curity	8. Price of Derivative Security (Instr. 5)	tive derivative ty Securities		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or Nu of	ımber					
Restricted Stock Units	(2)	06/15/2023			M			15,625	(3)		(3)	Class A Commo Stock	on   15	5,625	\$0	15,625	5	D	
Restricted Stock Units	(2)	06/15/2023			M			11,788	(4)		(4)	Class A Commo Stock	on   11	1,788	\$0	58,937	,	D	
Restricted Stock Units	(2)	06/15/2023			M			3,019	(5)		(5)	Class A Commo Stock	on 3	,019	\$0	27,178	3	D	
Restricted						_	_			Т		Class	A						

## **Explanation of Responses:**

(2)

Stock

Units

- 1. Represents shares sold to cover the tax liabilty arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- 2. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.

06/15/2023

3. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2019, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

(6)

6.250

- 4. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.
- 5. 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.
- 6. 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.

/s/ Carmen Elliott, Attorney in

6,250

Stock

\$0

**Fact** 

06/20/2023

81,250

D

\*\* 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 i	nformation contained in this form	are not required to respond u	nless the form displays a curren	tly valid OMB Number.