

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>Williams Duston</u>	2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
(Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DRIVE, SUITE 150</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2020</u>	
(Street) <u>SAN JOSE CA 95110</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	12/15/2020		M		25,000	A	\$0	244,535 ⁽¹⁾	D	
Class A Common Stock	12/15/2020		M		7,500	A	\$0	252,035	D	
Class A Common Stock	12/15/2020		M		6,250	A	\$0	258,285	D	
Class A Common Stock	12/15/2020		M		9,375	A	\$0	267,660	D	
Class A Common Stock	12/15/2020		M		14,734	A	\$0	282,394	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	12/15/2020		M		25,000	(3)	(3)	Class A Common Stock	25,000	\$0	0	D	
Restricted Stock Units	(2)	12/15/2020		M		7,500	(4)	(4)	Class A Common Stock	7,500	\$0	30,000	D	
Restricted Stock Units	(2)	12/15/2020		M		6,250	(5)	(5)	Class A Common Stock	6,250	\$0	50,000	D	
Restricted Stock Units	(2)	12/15/2020		M		9,375	(6)	(6)	Class A Common Stock	9,375	\$0	103,125	D	
Restricted Stock Units	(2)	12/15/2020		M		14,734	(7)	(7)	Class A Common Stock	14,734	\$0	221,013	D	

Explanation of Responses:

- Includes shares acquired under the Nutanix, Inc. Employee Stock Purchase Plan on September 20, 2020.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer's Class A common stock.
- The RSUs will vest in 12 equal quarterly installments, with the first of such quarterly installments to vest on March 15, 2018, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on March 15, 2018, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on March 15, 2019, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on December 15, 2019, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on December 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.

Remarks:

/s/ Olive Huang, by power of attorney

12/15/2020

** Signature of Reporting Person

Date

* 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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