

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material under §240.14a-12

**NUTANIX, INC.**  
**NUTANIX™**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)*

Payment of Filing Fee (Check all boxes that apply):	
<input checked="" type="checkbox"/>	No fee required
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

**NUTANIX, INC.**

2022 Annual Meeting

Vote by December 8, 2022

11:59 PM ET

NUTANIX, INC.  
1740 TECHNOLOGY DRIVE  
SUITE 150  
SAN JOSE, CA 95110



D92054-P80676

## You invested in NUTANIX, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on December 9, 2022.**

## Get informed before you vote

View the Notice, Proxy Statement, and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 25, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and vote without entering a control number



### Vote Virtually at the Meeting\*

December 9, 2022  
9:00 AM, PST

Virtually at:

[www.virtualshareholdermeeting.com/NTNX2022](http://www.virtualshareholdermeeting.com/NTNX2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Approval of the amendment and restatement of our Amended and Restated Certificate of Incorporation to declassify the Board of Directors and provide for the annual election of directors.	✔ For
2. Approval of the amendment and restatement of our Amended and Restated Certificate of Incorporation to eliminate supermajority voting requirements.	✔ For
3. Approval of the amendment and restatement of our Amended and Restated Certificate of Incorporation to eliminate inoperative provisions and update certain other miscellaneous provisions.	✔ For
4. Election of three Class III directors to hold office until the annual meeting of stockholders to take place after the end of the fiscal year ending July 31, 2025. <b>Nominees:</b>	
4a. David Humphrey	✔ For
4b. Rajiv Ramaswami	✔ For
4c. Gayle Sheppard	✔ For
5. Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2023.	✔ For
6. Approval, on a non-binding advisory basis, of the compensation of our named executive officers.	✔ For
7. Approval of the amendment and restatement of our Amended and Restated 2016 Employee Stock Purchase Plan.	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".