

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>LIGHTSPEED VENTURE PARTNERS VIII LP</u>  (Last) (First) (Middle) <u>2200 SAND HILL ROAD</u>  (Street) <u>MENLO PARK CA 94025</u>  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2017</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 <input type="checkbox"/> Form filed by More than One Reporting Person

**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	06/07/2017		J <sup>(1)</sup>		3,759,643	D	(1)	0	I	By Lightspeed Venture Partners VIII, L.P. <sup>(2)(3)</sup>
Class A Common Stock	06/07/2017		J <sup>(1)</sup>		875,054	A	(1)	875,054	I	By Lightspeed General Partner VIII, L.P. <sup>(2)(4)</sup>
Class A Common Stock	06/07/2017		J <sup>(5)</sup>		875,054	D	(5)	0	I	By Lightspeed General Partner VIII, L.P. <sup>(2)(4)</sup>
Class A Common Stock	06/07/2017		J <sup>(5)</sup>		113,227	A	(5)	113,227	I	By Eggers Investments LP - Fund 1 <sup>(6)</sup>
Class A Common Stock	06/07/2017		J <sup>(5)</sup>		113,227	A	(5)	113,227	I	By Nieh Family Investments LP - Fund 1 <sup>(7)</sup>
Class A Common Stock	06/07/2017		J <sup>(5)</sup>		113,227	A	(5)	152,075	I	By Schaepe-Chiu Investments I LP - Fund 1 <sup>(8)</sup>
Class A Common Stock	06/08/2017		S		113,227	D	\$17.7528 <sup>(9)</sup>	0	I	By Eggers Investments LP - Fund 1 <sup>(6)</sup>
Class A Common Stock								190,363	I	By Lightspeed Venture Partners Select, L.P. <sup>(10)(11)</sup>
Class A Common Stock								200,000	I	By Peter Nieh

**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								213,955	I	By The Schaepe-Chiu Living Trust Dated 11/5/1997 <sup>(12)</sup>

**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					

1. Name and Address of Reporting Person\*

[LIGHTSPEED VENTURE PARTNERS VIII LP](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed General Partner VIII, L.P.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed Ultimate General Partner VIII, Ltd.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Eggers Barry](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Nieh Peter

(Last) (First) (Middle)  
2200 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SCHAEPE CHRISTOPHER J

(Last) (First) (Middle)  
2200 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents in-kind distribution by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII") without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).
2. Lightspeed Ultimate General Partner VIII, Ltd. is the sole general partner of Lightspeed General Partner VIII, L.P. ("LGP VIII"), which is the sole general partner of Lightspeed VIII. The individual directors of Lightspeed Ultimate General Partner VIII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein.
3. The shares are held of record by Lightspeed VIII.
4. The shares are held of record by LGP VIII.
5. Represents in-kind distribution by LGP VIII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
6. The shares are held of record by Eggers Investments LP - Fund I. Barry Eggers serves as trustee of the general partner of such entity.
7. The shares are held of record by Nieh Family Investments LP - Fund I. Peter Nieh serves as co-trustee of the general partner of such entity.
8. The shares are held of record by Schaepe-Chiu Investments I LP - Fund 1. Christopher J. Schaepe serves as co-trustee of the general partner of such entity.
9. These sales were executed in multiple trades at prices ranging from \$17.50 to \$18.23. The price reported above reflects the weighted average sale price. Mr. Eggers hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
10. Lightspeed Ultimate General Partner Select, Ltd. is the sole general partner of Lightspeed General Partner Select, L.P. ("LGP Select"), which is the sole general partner of Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). The individual directors of Lightspeed Ultimate General Partner Select, Ltd. are Christopher J. Schaepe, Barry Eggers, Jeremy Liew, Ravi Mhatre, Peter Nieh and John Vronis. Messrs. Schaepe, Eggers, Liew, Mhatre, Nieh and Vronis disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
11. The shares are held of record by Lightspeed Select.
12. The shares are held of record by The Schaepe-Chiu Living Trust Dated November 5, 1997, for which Christopher J. Schaepe serves as co-trustee.

**Remarks:**

Mr. Mhatre is a director of the Issuer and files a separate report on Form 4 with respect to his beneficial ownership of Issuer securities held by the Lightspeed entities.

LIGHTSPEED VENTURE PARTNERS VIII, L.P. By: Lightspeed General Partner VIII, L.P., its general partner By: Lightspeed Ultimate General Partner VIII, Ltd., its general partner By: /s/ Ravi Mhatre Duly Authorized Signatory 06/09/2017

LIGHTSPEED GENERAL PARTNER VIII, L.P. By: /s/ Ravi Mhatre 06/09/2017

LIGHTSPEED ULTIMATE GENERAL PARTNER VIII, LTD. By: /s/ Ravi Mhatre 06/09/2017

BARRY EGGERS By: /s/ Barry Eggers 06/09/2017

PETER NIEH By: /s/ Peter Nieh 06/09/2017

CHRISTOPHER J. SCHAEPE By: /s/ Christopher J. Schaepe 06/09/2017

\*\* 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.