

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

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>Pandey Dheeraj</u> (Last) (First) (Middle) C/O NUTANIX, INC. 1740 TECHNOLOGY DRIVE, SUITE 150 (Street) SAN JOSE CA 95110 (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) <input checked="" type="checkbox"/> Other (specify below) Founder		
			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2020					
			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		

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		12,500	A	\$0	64,708	D	
Class A Common Stock	12/15/2020		M		6,250	A	\$0	70,958	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						Title
Restricted Stock Units	(1)	12/15/2020		M			12,500	(2)	(2)	Class A Common Stock	12,500	\$0	50,000	D	
Restricted Stock Units	(1)	12/15/2020		M			6,250	(3)	(3)	Class A Common Stock	6,250	\$0	50,000	D	

Explanation of Responses:

- 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 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. As of the date of this report, the Reporting Person is continuing to provide service to the Issuer, as Founder, and will do so until the end of his employment period on December 18, 2020. All RSUs held by the Reporting Person that remain unvested as of December 18, 2020 will be cancelled.
- 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. As of the date of this report, the Reporting Person is continuing to provide service to the Issuer, as Founder, and will do so until the end of his employment period on December 18, 2020. All RSUs held by the Reporting Person that remain unvested as of December 18, 2020 will be cancelled.

Remarks:

/s/ Olive Huang, by power of attorney 12/15/2020

** 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.