

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

NUTANIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

27-0989767
(I.R.S. Employer
Identification No.)

**1740 Technology Drive, Suite 150
San Jose, California 95110**
(Address of principal executive offices, including zip code)

Amended & Restated 2016 Employee Stock Purchase Plan
(Full title of the plan)

Dheeraj Pandey
Chief Executive Officer and Chairman
Nutanix, Inc.
**1740 Technology Drive, Suite 150
San Jose, California 95110
(408) 216-8360**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Jeffrey D. Saper, Esq.
Mark B. Baudler, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**Tyler Wall, Esq.
Olive Huang, Esq.
Nutanix, Inc.
1740 Technology Drive, Suite 150
San Jose, California 95110
(408) 216-8360**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)		Proposed Maximum Offering Price per Share		Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, par value \$0.000025 par value per share - Amended & Restated 2016 Employee Stock Purchase Plan	9,200,000	(2)	\$ 19.01	(3)	\$ 174,892,000	\$ 22,700.99

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock, \$0.000025 par value per share ("Class A common stock"), that become issuable under the

- (1) Registrant's Amended & Restated 2016 Employee Stock Purchase Plan (the "A&R ESPP"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Class A common stock.
- (2) Represents additional shares of Class A common stock available for issuance and sale under the A&R ESPP pursuant to an amendment and restatement to the Registrant's 2016 Employee Stock Purchase Plan that was approved by the Registrant's stockholders on December 13, 2019. Estimated in accordance with Rules 457(c) and (h) solely for purposes of calculating the registration fee on the basis of 85% of the average of the high and low prices of Registrant's Class A common stock as reported on the Nasdaq Global Select Market on March 4, 2020. Pursuant to the A&R ESPP, for each offering period, the purchase price of the shares of common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of the common stock on the first trading day of the offering period or on the exercise date.
- (3)

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

Amended & Restated 2016 Employee Stock Purchase Plan

Nutanix, Inc. (the "Registrant") is filing this registration statement (this "Registration Statement") in accordance with Instruction E to Form S-8 to register 9,200,000 additional shares of the Registrant's Class A common stock, \$0.000025 par value per share ("Class A common stock"), that may be issued and sold under the Registrant's Amended & Restated 2016 Employee Stock Purchase Plan (the "A&R ESPP").

At, and effective as of the date of, the Registrant's annual meeting of stockholders held on December 13, 2019 (the "2019 Annual Meeting"), the Registrant's stockholders approved the A&R ESPP, which contained certain amendments to the Registrant's then-existing 2016 Employee Stock Purchase Plan, including an amendment to increase the maximum number of shares of the Registrant's Class A common stock authorized for sale thereunder by 9,200,000 shares (the "Additional Shares").

The Additional Shares are securities of the same class as other securities for which the Registration Statement on Form S-8 (File No. 333-213888) (the "Initial Form S-8") was filed with the U.S. Securities and Exchange Commission (the "Commission") on September 30, 2016. Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of each of the Initial Form S-8, the Form S-8 filed with the Commission on September 18, 2017 (File No. 333-220517), the Form S-8 filed with the Commission on September 24, 2018 (File No. 333-227490), and the Form S-8 filed with the Commission on August 28, 2019 (File No. 333-233499), except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the A&R ESPP as specified by Rule 428(b)(1) under the Securities Act.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Registrant with the Commission are incorporated by reference into this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 2019, filed with the Commission on September 24, 2019 (File No. 001-37883), pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above (other than the portions of such documents not deemed to be filed); and

(c) The description of the Registrant's Class A common stock which is contained in a registration statement on Form 8-A filed on September 19, 2016 (File No. 001-37883) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

See the Exhibit Index below.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>		
			<u>SEC File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1	Specimen Class A Common Stock Certificate	S-1/A	333-208711	4.2	4/4/2016
4.2	Amended and Restated 2016 Employee Stock Purchase Plan and forms of equity agreements thereunder	10-Q	001-37883	10.1	3/5/2020
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation	*	*	*	*
23.1*	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)	*	*	*	*
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm	*	*	*	*
24.1*	Power of Attorney (included on the signature page hereto)	*	*	*	*

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 5th day of March, 2020.

NUTANIX, INC.

By: /s/ Dheeraj Pandey
Dheeraj Pandey
Chief Executive Officer and Chairman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dheeraj Pandey, Duston M. Williams and Aaron Boynton, and each of them, as his true and lawful attorneys-in-fact, proxies and agents, each with full power of substitution and resubstitution, for him in any and all capacities, to sign this registration statement on Form S-8 and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxies and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dheeraj Pandey</u> Dheeraj Pandey	Chief Executive Officer and Chairman (Principal Executive Officer)	March 5, 2020
<u>/s/ Duston M. Williams</u> Duston M. Williams	Chief Financial Officer (Principal Financial Officer)	March 5, 2020
<u>/s/ Aaron Boynton</u> Aaron Boynton	Chief Accounting Officer (Principal Accounting Officer)	March 5, 2020
<u>/s/ Susan L. Bostrom</u> Susan L. Bostrom	Director	March 5, 2020
<u>/s/ Craig Conway</u> Craig Conway	Director	March 5, 2020
<u>/s/ Steven J. Gomo</u> Steven J. Gomo	Director	March 5, 2020
<u>/s/ Ravi Mhatre</u> Ravi Mhatre	Director	March 5, 2020
<u>/s/ Jeffrey T. Parks</u> Jeffrey T. Parks	Director	March 5, 2020
<u>/s/ Michael P. Scarpelli</u> Michael P. Scarpelli	Director	March 5, 2020
<u>/s/ Brian Stevens</u> Brian Stevens	Director	March 5, 2020

March 5, 2020

Nutanix, Inc.
1740 Technology Drive, Suite 150
San Jose, California 95110

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "*Registration Statement*") to be filed by Nutanix, Inc., a Delaware corporation (the "*Company*"), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of 9,200,000 shares of Class A Common Stock reserved for issuance pursuant to the Company's Amended and Restated 2016 Employee Stock Purchase Plan (which plan is referred to herein as the "*Plan*" and which shares of Class A Common stock are referred to herein as the "*Shares*"). As your legal counsel, we have reviewed the actions taken and are familiar with the actions proposed to be taken by you in connection with the issuance and sale of the Shares under the Plan and pursuant to the agreements related thereto.

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements which accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated September 24, 2019, relating to the consolidated financial statements of Nutanix, Inc. and its subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Nutanix, Inc. for the year ended July 31, 2019.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
March 5, 2020