

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

OMB APPROVAL	
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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>Mhatre Ravi</u> <hr/> (Last) (First) (Middle) C/O LIGHTSPEED VENTURE PARTNERS 2200 SAND HILL ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2017	
	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	02/27/2017		C ⁽¹⁾		10,352,222	A	(1)	10,352,222	I	By Lightspeed Venture Partners VII, L.P. ⁽²⁾ (3)
Class A Common Stock	03/15/2017		C ⁽¹⁾		3,612,374	A	(1)	3,612,374	I	By Lightspeed Venture Partners VIII, L.P. ⁽⁴⁾ (5)
Class A Common Stock	03/28/2017		J ⁽⁶⁾		2,860,446	D	(6)	7,491,776	I	By Lightspeed Venture Partners VII, L.P. ⁽²⁾ (3)
Class A Common Stock	03/28/2017		J ⁽⁶⁾		736,566	A	(6)	736,566	I	By Lightspeed General Partner VII, L.P. ⁽⁷⁾⁽³⁾
Class A Common Stock	03/28/2017		J ⁽⁸⁾		736,566	D	(8)	0	I	By Lightspeed General Partner VII, L.P. ⁽⁷⁾⁽³⁾
Class A Common Stock	03/28/2017		J ⁽⁸⁾		109,853	A	(8)	109,853	D	
Class A Common Stock	03/28/2017		J ⁽¹⁰⁾		1,430,223	D	(10)	2,182,151	I	By Lightspeed Venture Partners VIII, L.P. ⁽⁴⁾ (5)
Class A Common Stock	03/28/2017		J ⁽¹⁰⁾		332,886	A	(10)	332,886	I	By Lightspeed General Partner VIII, L.P. ⁽¹¹⁾ (5)
Class A Common Stock	03/28/2017		J ⁽¹²⁾		332,886	D	(12)	0	I	By Lightspeed General Partner VIII, L.P. ⁽¹¹⁾ (5)

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	03/28/2017		J ⁽¹²⁾		44,581	A	(12)	44,581	I	By Mhatre Investments LP - Fund 1 ⁽⁹⁾

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	Amount or Number of Shares				
Class B Common Stock	(1)	02/27/2017		C			10,352,222	(1)	(1)	Class A Common Stock	10,352,222	(1)	0	I	See footnotes ⁽²⁾⁽³⁾
Class B Common Stock	(1)	03/15/2017		C			3,612,374	(1)	(1)	Class A Common Stock	3,612,374	(1)	14,449,498	I	See footnotes ⁽⁴⁾⁽⁵⁾
Class B Common Stock	(14)							(14)	(14)	Class A Common Stock	190,363		190,363	I	See footnote ⁽¹³⁾

Explanation of Responses:

- Represents conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock on a 1-for-1 basis. The convertibility of the Class B Common Stock has no expiration date.
- The shares are held of record by Lightspeed Venture Partners VII, L.P. ("Lightspeed VII").
- Lightspeed Ultimate General Partner VII, Ltd. is the sole general partner of Lightspeed General Partner VII, L.P. ("LGP VII"), which is the sole general partner of Lightspeed VII. The individual directors of Lightspeed Ultimate General Partner VII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII").
- 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 their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- Represents in-kind distribution by Lightspeed VII without consideration to its partners (including LGP VII, the general partner of Lightspeed VII).
- The shares are held of record by LGP VII.
- Represents in-kind distribution by LGP VII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- The shares are held of record by Mhatre Investments LP - Fund 1. Mr. Mhatre serves as the trustee of the general partner of such entity
- Represents in-kind distribution by Lightspeed VIII without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).
- The shares are held of record by LGP VIII.
- Represents in-kind distribution by LGP VIII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- The shares are held of record by Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). Lightspeed Ultimate General Partner Select, Ltd. is the sole general partner of Lightspeed General Partner Select, L.P., which is the sole general partner of 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 Vironis. Mr. Mhatre disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- Shares of the Issuer's Class B Common Stock are convertible into shares of the Issuer's Class A Common Stock on a 1-for-1 basis. The convertibility of the Class B Common Stock has no expiration date.

/s/ Ravi Mhatre

03/30/2017

** 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.

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