

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GOMO STEVEN J</u> (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DRIVE, SUITE 150</u> (Street) <u>SAN JOSE CA 95110</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	12/12/2019		M		1,085 ⁽¹⁾	A	\$0	88,946	D	
Class A Common Stock	12/13/2019		A		10,834 ⁽²⁾	A	\$0	99,780 ⁽³⁾	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						Amount or Number of Shares
Restricted Stock Units	(4)	12/12/2019		A		1,085		(1)	(1)	Class A Common Stock	1,085	\$0	1,085	D	
Restricted Stock Units	(4)	12/12/2019		M		1,085		(1)	(1)	Class A Common Stock	1,085	\$0	0	D	

Explanation of Responses:

1. Represents the Reporting Person's Top-Off Award as defined in and calculated in accordance with the Issuer's Amended and Restated Outside Director Compensation Policy (the "Policy"). In accordance with the Policy, the Top-Off Award vested in full on December 12, 2019, the day prior to the Issuer's annual meeting of stockholders.
2. Reflects shares that the Reporting Person will receive upon the settlement of restricted stock units, or RSUs, received on December 13, 2019 by the Reporting Person pursuant to the Policy. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock. The RSUs will vest on the earlier of (i) the day prior to the next annual meeting of stockholders held after the date of grant or (ii) the one-year anniversary of the date of grant, in each case subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
3. This number includes 10,834 unvested RSUs, which are issuable into shares of the Issuer's Class A common stock.
4. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock.

Remarks:

/s/ Olive Huang, by power of attorney 12/16/2019

** 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.