

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Singh Ajeet</u> (Last) (First) (Middle) 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) 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	03/28/2017		C ⁽¹⁾		100,000	A	(1)	100,000	I	BY SINGH/SAHARAN 2014 IRREVOCABLE DESCENDANTS' TRUST ⁽²⁾
Class A Common Stock	03/28/2017		C ⁽¹⁾		900,000	A	(1)	900,000	I	BY SINGH/SAHARAN REVOCABLE TRUST ⁽³⁾

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)	03/28/2017		C		100,000		(1)	(1)	Class A Common Stock	100,000	(1)	400,000	I	BY SINGH/SAHARAN 2014 IRREVOCABLE DESCENDANTS' TRUST ⁽²⁾
Class B Common Stock	(1)	03/28/2017		C		900,000		(1)	(1)	Class A Common Stock	900,000	(1)	3,619,801	I	BY SINGH/SAHARAN REVOCABLE TRUST ⁽³⁾

Explanation of Responses:

- The Issuer filed a prospectus dated 09/29/16 under Rule 424(b) (File No. 333-208711) on 09/30/16 (the "Prospectus"). The Reporting Person was subject to a lock-up agreement during the 180-day period after 09/29/16. After expiration of this lock-up period, each share of the Issuer's Class B Common Stock became convertible into one share of the Issuer's Class A Common Stock at the option of the holder or under certain circumstances described in the Prospectus. The Class B Common Stock may convert into Class A Common Stock upon the 17-year anniversary of the closing of the Issuer's IPO.
- The shares are owned by the SINGH/SAHARAN 2014 IRREVOCABLE DESCENDANTS' TRUST (the "Irrevocable Trust"). The Reporting Person is a co-trustee of the Irrevocable Trust and, as such, may be deemed to have beneficial ownership in such shares.
- The shares are owned by the SINGH/SAHARAN REVOCABLE TRUST (the "Revocable Trust"). The Reporting Person is a co-trustee of the Revocable Trust and, as such, may be deemed to have beneficial ownership in such shares.

Remarks:

/s/ Ajeet Singh 05/23/2017
 ** 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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