

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Mirani Rajiv</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 <input type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Engineering</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2016</u>	

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			
<u>Common Stock</u>	<u>10/05/2016</u>		<u>J⁽¹⁾</u>		<u>250,000</u>	<u>D</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	

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				
<u>Class B Common Stock</u>	<u>(1)</u>	<u>10/05/2016</u>		<u>J⁽¹⁾</u>		<u>250,000</u>		<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>250,000</u>	<u>\$0.00</u>	<u>250,000</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$1.22</u>	<u>10/05/2016</u>		<u>J⁽¹⁾</u>		<u>250,000</u>		<u>(3)</u>	<u>07/16/2023</u>	<u>Common Stock⁽¹⁾</u>	<u>250,000</u>	<u>\$0.00</u>	<u>0</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$1.22</u>	<u>10/05/2016</u>		<u>J⁽¹⁾</u>		<u>250,000</u>		<u>(3)</u>	<u>07/16/2023</u>	<u>Class B Common Stock⁽¹⁾</u>	<u>250,000</u>	<u>\$0.00</u>	<u>250,000</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$3.2</u>	<u>10/05/2016</u>		<u>J⁽¹⁾</u>		<u>300,000</u>		<u>(4)</u>	<u>05/19/2024</u>	<u>Common Stock⁽¹⁾</u>	<u>300,000</u>	<u>\$0.00</u>	<u>0</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$3.2</u>	<u>10/05/2016</u>		<u>J⁽¹⁾</u>		<u>300,000</u>		<u>(4)</u>	<u>05/19/2024</u>	<u>Class B Common Stock⁽¹⁾</u>	<u>300,000</u>	<u>\$0.00</u>	<u>300,000</u>	<u>D</u>	

Explanation of Responses:

- Each share of common stock was reclassified into one share of Class B common stock immediately prior to the completion of the Issuer's initial public offering of Class A common stock in an exempt transaction pursuant to Rule 16b-7.
- Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B common stock, (ii) any transfer, whether or not for value, subject to certain limited exceptions, (iii) the death of a natural person (including shares held by his or her permitted estate planning entities holding Class B common stock), or (iv) October 5, 2033.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on June 10, 2014 and 1/48th of the shares vest monthly thereafter.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in 36 equal monthly installments beginning on May 1, 2016.

Remarks:

/s/ Olive Huang, by power of attorney 10/05/2016

** 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.