

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Humphrey David</u> _____ (Last) (First) (Middle) <u>C/O BAIN CAPITAL INVESTORS, LLC</u> <u>200 CLARENDON STREET</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/24/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>2.50% Convertible Senior Notes due 2026</u>	(3)	(4)	<u>Class A Common Stock</u>	<u>27,027,000<sup>(5)(6)</sup></u>	<u>27.75<sup>(7)</sup></u>	<u>I</u>	<u>See footnotes<sup>(1)</sup> (2)</u>

**Explanation of Responses:**

- Represents \$750,000,000 aggregate principal amount of Nutanix, Inc. (the "Issuer") 2.50% Convertible Senior Notes due 2026 (the "Convertible Notes") held directly by BCPE Nucleon (DE) SPV, LP (the "Bain Capital Entity").
- The governance, investment strategy and decision-making process with respect to investments held by the Bain Capital Entity is directed by Bain Capital Investors, LLC ("BCI"). David Humphrey is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Entity. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- In accordance with an investment agreement, dated as of August 26, 2020, as amended on September 24, 2020, the Bain Capital Entity is restricted from converting the Convertible Notes prior to the earlier of (i) the date that is 12 months from the date of issuance and (ii) immediately prior to the consummation of any change of control of the Issuer or entry into a definitive agreement for a transaction that, if consummated, would result in a change in control of the Issuer or a fundamental change, in each case, subject to certain exceptions. Thereafter, the Convertible Notes are convertible at the option of the holder at any time until the close of business on the scheduled trading day immediately preceding the maturity date.
- The Convertible Notes mature on September 15, 2026, subject to earlier redemption, repurchase or conversion in accordance with their terms.
- Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of its Class A common stock ("Common Stock") or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 36.0360 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain events in accordance with the terms of an indenture, dated as of September 24, 2020, between the Issuer and U.S. Bank National Association, as trustee.
- (continued from footnote 5) The Convertible Notes bear interest at a rate of 2.50% per annum, with such interest to be paid in-kind semi-annually through an increase in the principal amount of the Convertible Notes.
- The initial conversion rate of 36.0360 per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of \$27.75 per share of Common Stock. In addition, at the one-year anniversary of the issuance date, depending on the Issuer's achievement of certain financial milestones, the conversion rate may be subject to an additional, one-time adjustment to a conversion rate between 36.0360 and 39.6040 shares of Common Stock, in each case per \$1,000 principal amount of Convertible Notes.

**Remarks:**

/s/ David Humphrey

09/28/2020

\*\* 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 5 (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.**

