SEC I	Form 4
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHAN
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section
	an Castian 20(h) of

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

led 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*			2. Issuer Name and Ticker or Trading Symbol Nutanix, Inc. [NTNX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Mhatre Ravi</u>				X	Director	10% Owner				
(Last) 2200 SAND HII	(First) LL ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/13/2019		Officer (give title below)	Other (specify below)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	ng (Check Applicable				
MENLO PARK	CA	94025		X	Form filed by One Rep	porting Person				
F			—		Form filed by More that	an One Reporting Person				
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(instr. 4)	
Class A Common Stock	06/13/2019		C ⁽¹⁾		3,000,000 ⁽¹⁾	A	(1)	3,000,000 ⁽¹⁾	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ (3)	
Class A Common Stock	06/13/2019		J ⁽⁴⁾		3,000,000	D	(4)	0	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ ⁽³⁾	
Class A Common Stock	06/13/2019		J ⁽⁴⁾		586,876	A	(4)	586,876	I	By Lightspeed General Partner VIII, L.P. ⁽³⁾ ⁽⁵⁾	
Class A Common Stock	06/13/2019		J(6)		586,876	D	(6)	0	I	By Lightspeed General Partner VIII, L.P. ⁽³⁾ ⁽⁵⁾	
Class A Common Stock	06/13/2019		J(6)		78,844	A	(6)	341,016	I	By: Mhatre Investments LP - Fund 1 ⁽⁷⁾	
Class A Common Stock								414,352	D		
Class A Common Stock								190,363	I	By Lightspeed Venture Partners Select, L.P. ⁽⁸⁾	

 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. Transa Code (8)	Instr.			6. Date Exerc Expiration Da (Month/Day/Y	te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)			

	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. Transa Code (8)		Deri Seci Acq or D (D) (Derivative Expiration Date Securities (Month/Day/Year)		ate Securities Underlying			ecurities Underlying Derivative Security Security		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		Transaction(s) (Instr. 4)		
Class B Common Stock	(1)	06/13/2019		C ⁽¹⁾			3,000,000	(1)	(1)	Class A Common Stock	3,000,000	(1)	6,441,783	I	By Lightspeed Venture Partners VIII, L.P. (2)(3)

Explanation of Responses:

1. 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. 2. The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII").

3. 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 Barry Eggers, Ravi Mhatre and Peter Nieh. Mr. Mhatre disclaims his beneficial ownership of the shares except to the extent of his pecuniary interest therein. 4. Represents in-kind distribution by Lightspeed VIII without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).

5. The shares are held of record by LGP VIII.

6. Represents in-kind distribution by LGP VIII without consideration to its partners (including Mr. Mhatre).

7. 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.

8. The shares are held of record by Lightspeed Venture Partners Select, L.P. ("LSVP Select"). Lightspeed Ultimate General Partner Select, Ltd. is the sole general partner of Lightspeed General Partner Select, L.P. ("LGP Select"), which is the sole general partner of LSVP Select. The individual directors of Lightspeed Ultimate General Partner Select, Ltd. are Barry Eggers, Jeremy Liew, Ravi Mhatre and Peter Nieh. Mr. Mhatre disclaims his beneficial ownership of the shares except to the extent of his pecuniary interest therein.

Ravi Mhatre By: /s/ Ravi Mhatre 06/17/2019

** 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.