

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>LIGHTSPEED VENTURE PARTNERS VIII LP</u> (Last) (First) (Middle) 2200 SAND HILL ROAD (Street) MENLO PARK CA 94025 (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) 10/05/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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			
Common Stock	10/05/2016		C		17,626,757	A	(1)(2)(3)(4)	18,061,872	D ⁽⁵⁾	
Common Stock	10/05/2016		C		10,352,222	A	(1)(2)(3)(4)	10,352,222	I	See footnote ⁽⁶⁾
Common Stock	10/05/2016		J ⁽⁷⁾		18,061,872	D	(7)	0	D ⁽⁵⁾	
Common Stock	10/05/2016		J ⁽⁷⁾		10,352,222	D	(7)	0	I	See footnote ⁽⁶⁾
Common Stock	10/05/2016		J ⁽⁷⁾		190,363	D	(7)	0	I	See footnote ⁽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. 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				
Series A Convertible Preferred Stock	(1)	10/05/2016		C			11,139,598	(1)	(1)	Common Stock	11,139,598	\$0.00	0	D ⁽⁵⁾	
Series A Convertible Preferred Stock	(1)	10/05/2016		C			6,542,304	(1)	(1)	Common Stock	6,542,304	\$0.00	0	I	See footnote ⁽⁶⁾
Series B Convertible Preferred Stock	(2)	10/05/2016		C			3,707,948	(2)	(2)	Common Stock	3,707,948	\$0.00	0	D ⁽⁵⁾	
Series B Convertible Preferred Stock	(2)	10/05/2016		C			2,177,683	(2)	(2)	Common Stock	2,177,683	\$0.00	0	I	See footnote ⁽⁶⁾
Series C Convertible Preferred Stock	(3)	10/05/2016		C			2,347,024	(3)	(3)	Common Stock	2,347,024	\$0.00	0	D ⁽⁵⁾	
Series C Convertible Preferred Stock	(3)	10/05/2016		C			1,378,411	(3)	(3)	Common Stock	1,378,411	\$0.00	0	I	See footnote ⁽⁶⁾
Series D Convertible Preferred Stock	(4)	10/05/2016		C			432,187	(4)	(4)	Common Stock	432,187	\$0.00	0	D ⁽⁵⁾	
Series D Convertible Preferred Stock	(4)	10/05/2016		C			253,824	(4)	(4)	Common Stock	253,824	\$0.00	0	I	See footnote ⁽⁶⁾
Class B Common Stock	(7)	10/05/2016		J ⁽⁷⁾		18,061,872		(9)	(9)	Class A Common Stock	18,061,872	\$0.00	18,061,872	D ⁽⁵⁾	
Class B Common Stock	(7)	10/05/2016		J ⁽⁷⁾		10,352,222		(9)	(9)	Class A Common Stock	10,352,222	\$0.00	10,352,222	I	See footnote ⁽⁶⁾
Class B Common Stock	(7)	10/05/2016		J ⁽⁷⁾		190,363		(9)	(9)	Class A Common Stock	190,363	\$0.00	190,363	I	See footnote ⁽⁸⁾

1. Name and Address of Reporting Person*

[LIGHTSPEED VENTURE PARTNERS VIII LP](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Lightspeed Ultimate General Partner VIII, Ltd.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Lightspeed General Partner VIII, L.P.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Lightspeed Ultimate General Partner VII, Ltd.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

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1. Name and Address of Reporting Person*

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2200 SAND HILL ROAD

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

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(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Eggers Barry.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Nieh Peter		
(Last)	(First)	(Middle)
2200 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
SCHAEPE CHRISTOPHER J		
(Last)	(First)	(Middle)
2200 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

- The Series A convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A common stock (the "IPO") and had no expiration date.
- The Series B convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The Series C convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The Series D convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII"). Lightspeed Ultimate General Partner VIII, Ltd. ("LUGP VIII") is the sole general partner of Lightspeed General Partner VIII, L.P., which serves as the sole general partner of Lightspeed VIII. Barry Eggers, Ravi Mhatre, Peter Y. Nieh and Christopher J. Schaepe, the directors of LUGP VIII, share voting and dispositive power with respect to the shares held of record by Lightspeed VIII. Each reporting person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- The shares are held of record by Lightspeed Venture Partners VII, L.P. ("Lightspeed VII"). Lightspeed Ultimate General Partner VII, Ltd. ("LUGP VII") is the sole general partner of Lightspeed General Partner VII, L.P., which serves as the sole general partner of Lightspeed VII. Messrs. Eggers, Mhatre, Nieh and Schaepe, the directors of LUGP VII, share voting and dispositive power with respect to the shares held of record by Lightspeed VII. Each reporting person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- Following the conversion of each series of the Issuer's convertible preferred stock into common stock and immediately prior to the completion of the IPO, each share of common stock was reclassified into one share of Class B common stock in an exempt transaction pursuant to Rule 16b-7.
- The shares are held of record by Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). Messrs. Eggers, Mhatre, Nieh and Schaepe are four of the six directors of the ultimate general partner of Lightspeed Select and share voting and dispositive power with respect to the shares held of record by Lightspeed Select. Each reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- 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.

Remarks:

Mr. Mhatre is a director of the Issuer and files a separate report on Form 4 with respect to his beneficial ownership of Issuer securities held by the Lightspeed entities.

[/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VIII, Ltd.](#) [10/05/2016](#)

[/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VIII, Ltd., the sole general partner of Lightspeed General Partner VIII, L.P.](#) [10/05/2016](#)

[/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VIII, Ltd., the sole general partner of Lightspeed General Partner VIII, L.P., the sole general partner of Venture Partners VIII, L.P.](#) [10/05/2016](#)

[/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VII, Ltd.](#) [10/05/2016](#)

[/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VII, Ltd., the sole general partner of Lightspeed General Partner VII, L.P.](#) [10/05/2016](#)

[/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VII, Ltd., the sole general partner of Lightspeed General Partner VII, L.P., the sole general partner of Venture Partners VII, L.P.](#) [10/05/2016](#)

[/s/ Barry Eggers](#) [10/05/2016](#)

[/s/ Peter Y. Nieh](#) [10/05/2016](#)

[/s/ Christopher J. Schaepe](#) [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.

