

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Pandey Dheeraj</u>  (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DRIVE, SUITE 150</u>  (Street) <u>SAN JOSE</u> <u>CA</u> <u>95110</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <div>CEO and Chairman</div> 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
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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		J <sup>(1)</sup>		4,756,592	D	(1)	0	I	See footnote <sup>(2)</sup>
Common Stock	10/05/2016		J <sup>(1)</sup>		2,500,000	D	(1)	0	I	See footnote <sup>(3)</sup>
Common Stock	10/05/2016		J <sup>(1)</sup>		2,000,000	D	(1)	0	I	See footnote <sup>(4)</sup>
Common Stock	10/05/2016		J <sup>(1)</sup>		500,000	D	(1)	0	I	See footnote <sup>(5)</sup>

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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	10/05/2016		J <sup>(1)</sup>		4,756,592		(6)	(6)	Class A Common Stock	4,756,592	\$0.00	4,756,592	I	See footnote <sup>(2)</sup>
Class B Common Stock	(1)	10/05/2016		J <sup>(1)</sup>		2,500,000		(6)	(6)	Class A Common Stock	2,500,000	\$0.00	2,500,000	I	See footnote <sup>(3)</sup>
Class B Common Stock	(1)	10/05/2016		J <sup>(1)</sup>		2,000,000		(6)	(6)	Class A Common Stock	2,000,000	\$0.00	2,000,000	I	See footnote <sup>(4)</sup>
Class B Common Stock	(1)	10/05/2016		J <sup>(1)</sup>		500,000		(6)	(6)	Class A Common Stock	500,000	\$0.00	500,000	I	See footnote <sup>(5)</sup>
Employee Stock Option (right to buy)	\$0.49	10/05/2016		J <sup>(1)</sup>			886,000	(7)	03/27/2022	Common Stock <sup>(1)</sup>	886,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$0.49	10/05/2016		J <sup>(1)</sup>		886,000		(7)	03/27/2022	Class B Common Stock <sup>(1)</sup>	886,000	\$0.00	886,000	D	
Employee Stock Option (right to buy)	\$0.49	10/05/2016		J <sup>(1)</sup>			705,000	(7)	06/12/2022	Common Stock <sup>(1)</sup>	705,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$0.49	10/05/2016		J <sup>(1)</sup>		705,000		(7)	06/12/2022	Class B Common Stock <sup>(1)</sup>	705,000	\$0.00	705,000	D	
Employee Stock Option (right to buy)	\$12	10/05/2016		J <sup>(1)</sup>			500,000	(8)	09/16/2026	Common Stock <sup>(1)</sup>	500,000	\$0.00	0	D	

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				
Employee Stock Option (right to buy)	\$12	10/05/2016		J <sup>(1)</sup>		500,000		(8)	09/16/2026	Class B Common Stock <sup>(1)</sup>	500,000	\$0.00	500,000	D	
Restricted Stock Units	(9)	10/05/2016		J <sup>(1)</sup>			600,000	(10)	(10)	Common Stock <sup>(1)</sup>	600,000	\$0.00	0	D	
Restricted Stock Units	(9)	10/05/2016		J <sup>(1)</sup>		600,000		(10)	(10)	Class B Common Stock <sup>(1)</sup>	600,000	\$0.00	600,000	D	

**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.
- The shares are held of record by The Pandey Revocable Trust for which the Reporting Person and his spouse serve as trustees.
- The shares are held of record by The Pandey Irrevocable Descendants' Trust for which the Reporting Person's spouse serves as trustee.
- The shares are held of record by The Pandey 2016 Annuity Trust for which the Reporting Person serves as trustee.
- The shares are held of record by The Swapna Pandey 2014 Irrevocable Descendant's Trust for which the Reporting Person serves as trustee.
- 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.
- Shares subject to the option are fully vested and immediately exercisable.
- Shares subject to the option vest in 48 equal monthly installments beginning on October 16, 2016.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer common stock.
- On April 28, 2017, 450,000 RSUs vest and become issuable and the remaining RSUs vest in four equal quarterly installments beginning on July 15, 2017.

**Remarks:**

/s/ Olive Huang, by power of attorney

\*\* Signature of Reporting Person

10/05/2016

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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