

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

**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

1. Name and Address of Reporting Person* <b>RAMASWAMI RAJIV</b>			2. Issuer Name and Ticker or Trading Symbol <b>Nutanix, Inc. [ NTNX ]</b>			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) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/15/2024</b>			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		
C/O NUTANIX, INC. 1740 TECHNOLOGY DR., SUITE 150			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
SAN JOSE	CA		95110					

**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			
Class A Common Stock	06/15/2024		M		23,662	A	\$0	397,427 <sup>(1)</sup>	D	
Class A Common Stock	06/15/2024		M		58,447	A	\$0	455,874	D	
Class A Common Stock	06/15/2024		M		8,627	A	\$0	464,501	D	
Class A Common Stock	06/15/2024		M		17,206	A	\$0	481,707	D	
Class A Common Stock	06/15/2024		M		15,885	A	\$0	497,592	D	
Class A Common Stock	06/15/2024		F		66,561 <sup>(2)</sup>	D	\$54.01	431,031	D	
Class A Common Stock	06/18/2024		S <sup>(3)</sup>		22,824	D	\$54.1705 <sup>(4)</sup>	408,207	D	
Class A Common Stock	06/18/2024		S <sup>(3)</sup>		1,162	D	\$54.5181 <sup>(5)</sup>	407,045	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
Restricted Stock Units	(6)	06/15/2024		M			23,662	(7)	(7)	Class A Common Stock	23,662	\$0	47,326	D	
Restricted Stock Units	(6)	06/15/2024		M			58,447	(8)	(8)	Class A Common Stock	58,447	\$0	116,893	D	
Restricted Stock Units	(6)	06/15/2024		M			8,627	(9)	(9)	Class A Common Stock	8,627	\$0	43,140	D	
Restricted Stock Units	(6)	06/15/2024		M			17,206	(10)	(10)	Class A Common Stock	17,206	\$0	154,858	D	
Restricted Stock Units	(6)	06/15/2024		M			15,885	(11)	(11)	Class A Common Stock	15,885	\$0	206,498	D	

**Explanation of Responses:**

- Includes 741 shares of Class A Common Stock acquired under the Nutanix, Inc. Employee Stock Purchase Plan on March 20, 2024.
- Represents shares withheld by the Issuer to satisfy tax withholding obligations arising from the vesting of Reporting Person's Restricted Stock Units, or RSUs.
- This transaction was effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 22, 2023.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$53.484 to \$54.45 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$54.485 to \$54.53 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
- The RSUs vested as to 25% of the underlying shares on December 15, 2021, with 1/16th of the remaining shares vesting quarterly thereafter subject to the Reporting Person continuing to provide service to the

Issuer through each vesting date.

8. As previously reported, on December 9, 2020, the Reporting Person was granted a target number of 703,117 performance-based RSUs ("PRSUs") subject to two stock price milestones. 133% of the target number of PRSUs became eligible to vest upon achievement of both milestones. The eligible PRSUs vested as to 25% of the underlying shares on December 15, 2021, with 1/16th of the remaining shares vesting quarterly thereafter, subject to the Reporting person continuing to provide service to the Issuer through each vesting date.

9. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2021, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

10. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2022, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

11. The RSUs vest in 16 equal quarterly installments, with the first of such quarterly installments having vested on December 15, 2023, subject to the Reporting Person continuing to provide service to the Issuer through each vesting date.

/s/ Raymond Hum, Attorney in  
Fact 06/18/2024

\*\* 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.**