SEC	Form 4	
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

			or Section 30(n) of the investment Company Act of 1940							
1	ss of Reporting Persor	*	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>	<u> </u>		<u></u>	X	Director	10% Owner				
(Last) 2200 SAND HIL	(First) LL ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2019		Officer (give title below)	Other (specify below)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (C	Check Applicable				
MENLO PARK	CA	94025		X	Form filed by One Reporti	ng Person				
					Form filed by More than C	one Reporting Person				
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned med 1,2 action 24 Dec 2 Tr 4.64 uritie 5 An - uirod (A) of

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 Ac Disposed Of (D)	quired (A) (Instr. 3,	() or 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	06/05/2019		C ⁽¹⁾		2,000,000 ⁽¹⁾	А	(1)	2,000,000 ⁽¹⁾	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ (3)	
Class A Common Stock	06/05/2019		J ⁽⁴⁾		2,000,000	D	(4)	0	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ (3)	
Class A Common Stock	06/05/2019		J ⁽⁴⁾		416,000	A	(4)	416,000	I	By Lightspeed General Partner VIII, L.P. ⁽³⁾	
Class A Common Stock	06/05/2019		J(6)		416,000	D	(6)	0	I	By Lightspeed General Partner VIII, L.P. ⁽³⁾ ⁽⁵⁾	
Class A Common Stock	06/05/2019		J(6)		55,822	A	(6)	262,172	I	By: Mhatre Investment 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. Transaction Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	Securities Beneficially Owned	Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(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)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		and 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	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)	06/05/2019		C ⁽¹⁾			2,000,000	(1)	(1)	Class A Common Stock	2,000,000	(1)	9,441,783	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 06/07/2019

** 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.