

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>Mhatre Ravi</b>  (Last) (First) (Middle) <b>2200 SAND HILL ROAD</b>  (Street) <b>MENLO PARK CA 94025</b>  (City) (State) (Zip)	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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2019</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

**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	12/06/2019		c <sup>(1)</sup>		2,000,000 <sup>(1)</sup>	A	(1)	2,000,000 <sup>(1)</sup>	I	By Lightspeed Venture Partners VIII, L.P. <sup>(2)</sup> <sup>(3)</sup>
Class A Common Stock	12/06/2019		j <sup>(4)</sup>		2,000,000	D	(4)	0	I	By Lightspeed Venture Partners VIII, L.P. <sup>(2)</sup> <sup>(3)</sup>
Class A Common Stock	12/06/2019		j <sup>(4)</sup>		391,244	A	(4)	391,244	I	By Lightspeed General Partner VIII, L.P. <sup>(3)</sup> <sup>(5)</sup>
Class A Common Stock	12/06/2019		j <sup>(6)</sup>		391,244	D	(6)	0	I	By Lightspeed General Partner VIII, L.P. <sup>(3)</sup> <sup>(5)</sup>
Class A Common Stock	12/06/2019		j <sup>(6)</sup>		52,562	A	(6)	454,024	I	By: Mhatre Investments LP - Fund 1 <sup>(7)</sup>
Class A Common Stock								414,352	D	
Class A Common Stock	12/09/2019		s		83,923	D	\$34.0086 <sup>(8)</sup>	106,440	I	By Lightspeed Venture Partners Select, L.P. <sup>(9)</sup>
Class A Common Stock	12/10/2019		s		106,146	D	\$33.1995 <sup>(10)</sup>	294	I	By Lightspeed Venture Partners Select, L.P. <sup>(9)</sup>
Class A Common Stock	12/10/2019		s		294	D	\$33.9167 <sup>(11)</sup>	0	I	By Lightspeed Venture Partners Select, L.P. <sup>(9)</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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	12/06/2019		C <sup>(1)</sup>			2,000,000	(1)	(1)	Class A Common Stock	2,000,000	(1)	2,141,783	I	By Lightspeed Venture Partners VIII, L.P. (2)(3)

**Explanation of Responses:**

- 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.
- The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII").
- 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.
- Represents in-kind distribution by Lightspeed VIII without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).
- The shares are held of record by LGP VIII.
- Represents in-kind distribution by LGP VIII without consideration to its partners (including Mr. Mhatre).
- 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.
- These sales were executed in multiple trades at prices ranging from \$37.71 to \$34.49. The price reported above reflects the weighted average sale price. Mr. Mhatre hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- 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.
- These sales were executed in multiple trades at prices ranging from \$32.88 to \$33.80. The price reported above reflects the weighted average sale price. Mr. Mhatre hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
- These sales were executed in multiple trades at prices ranging from \$33.88 to \$33.98. The price reported above reflects the weighted average sale price. Mr. Mhatre hereby undertakes to provide full information regarding the number of shares and prices at which these sales were effected, upon request, to the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.

Ravi Mhatre By: /s/ Ravi Mhatre 12/10/2019

\*\* 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.**