

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)  
July 24, 2023

**NUTANIX, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-37883**  
(Commission File Number)

**27-0989767**  
(IRS Employer  
Identification No.)

**1740 Technology Drive, Suite 150  
San Jose, California 95110**  
(Address of principal executive offices, including zip code)

**(408) 216-8360**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.000025 par value per share	NTNX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Appointment of Mark Templeton to the Board of Directors

On and effective as of July 24, 2023, the Board of Directors (the “Board”) of Nutanix, Inc. (the “Company”), upon recommendation of the Board’s Nominating and Corporate Governance Committee, approved an increase in the size of the Board from eight to nine members and appointed Mark Templeton as a Class I director. Mr. Templeton has not been named to any committee of the Board at this time. Based on the Board’s review of Mr. Templeton’s independence and the Board’s consideration of whether Mr. Templeton (i) meets the objective tests for independence set forth in the listing rules of The Nasdaq Stock Market LLC and (ii) has a material relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, the Board determined that Mr. Templeton is an independent director. There is no arrangement or understanding between Mr. Templeton and any other persons pursuant to which Mr. Templeton was selected as a director. Other than as disclosed herein, Mr. Templeton does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Templeton will receive the standard cash compensation and equity awards provided to the Company’s non-employee directors for their service pursuant to the Company’s Second Amended and Restated Outside Director Compensation Policy, a copy of which was filed as Exhibit 10.2 to the Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2021 filed with the Securities and Exchange Commission (the “SEC”) on September 21, 2021, as amended. Historical director compensation arrangements pursuant to such policy are described under “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on October 24, 2022. In addition, Mr. Templeton has entered into the Company’s standard form of indemnification agreement for directors and executive officers, which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2021 filed with the SEC on June 3, 2021.

A copy of the Company’s press release announcing Mr. Templeton’s appointment is attached hereto as Exhibit 99.1.

The information in Exhibit 99.1 attached to this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release issued by Nutanix, Inc. on July 25, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NUTANIX, INC.**

Date: July 25, 2023

By: /s/ Tyler Wall  
Tyler Wall  
Chief Legal Officer

## ***Nutanix Appoints Mark Templeton to its Board of Directors***

### ***Experienced Technology Leader Brings Deep Industry Expertise and Executive Insight to Nutanix Board***

SAN JOSE, Calif.--(BUSINESS WIRE)--July 25, 2023--Nutanix (NASDAQ: NTNX), a leader in hybrid multicloud computing, announced today that it has added Mark Templeton to its board of directors, effective July 24, 2023.

“Mark’s previous tenure as a public company CEO combined with his strong domain knowledge of both cloud and datacenter infrastructure software makes him an excellent fit for Nutanix,” said Rajiv Ramaswami, President and CEO of Nutanix. “Nutanix will benefit from his broad understanding of industry dynamics and his deep and relevant board experience. I look forward to working with him closely as we make strong market inroads with our hybrid multicloud vision.”

Templeton was most recently CEO of DigitalOcean, and prior to that spent 20 years at Citrix Systems (a Nutanix Partner), including 14 years as President and CEO. He has served on the board of directors of multiple NYSE and NASDAQ companies. Templeton currently serves on the boards of Arista Networks and Health Catalyst, as well as several private company boards. He holds a B.A. degree in product design from North Carolina State University and an M.B.A. from the Darden School of Business at the University of Virginia.

“With an industry-leading platform, a fiercely loyal customer base, a long-standing vision for making hybrid multicloud easy, Nutanix has the perfect solutions for accelerating enterprise digital transformation,” said Templeton. “I’m looking forward to sharing my experience with Rajiv, the management team, and the Nutanix board to help the company capitalize on the substantial opportunity that will usher in their next stage of growth.”

#### **About Nutanix**

Nutanix is a global leader in cloud software, offering organizations a single platform for running apps and data across clouds. With Nutanix, companies can reduce complexity and simplify operations, freeing them to focus on their business outcomes. Building on its legacy as the pioneer of hyperconverged infrastructure, Nutanix is trusted by companies worldwide to power hybrid multicloud environments consistently, simply, and cost-effectively. Learn more at [www.nutanix.com](http://www.nutanix.com) or follow us on social media @nutanix.

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