

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Mhatre Ravi</u>			2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNX]</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/03/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>2200 SAND HILL ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MENLO PARK CA 94025</u>								
(City)	(State)	(Zip)						

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	09/03/2020		C ⁽¹⁾		2,141,783 ⁽¹⁾	A	(1)	2,141,783 ⁽¹⁾	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ ⁽³⁾
Class A Common Stock	09/03/2020		J ⁽⁴⁾		2,141,783	D	(4)	0	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ ⁽³⁾
Class A Common Stock	09/03/2020		J ⁽⁴⁾		442,164	A	(4)	442,164	I	By Lightspeed General Partner VIII, L.P. ⁽³⁾ ⁽⁵⁾
Class A Common Stock	09/03/2020		J ⁽⁶⁾		442,164	D	(6)	0	I	By Lightspeed General Partner VIII, L.P. ⁽³⁾ ⁽⁵⁾
Class A Common Stock	09/03/2020		J ⁽⁶⁾		59,340	A	(6)	513,364	I	By: Mhatre Investments LP - Fund 1 ⁽⁷⁾
Class A Common Stock								425,888 ⁽⁸⁾	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
Class B Common Stock	(1)	09/03/2020		C ⁽¹⁾		2,141,783	(1)	(1)		Class A Common Stock	2,141,783	(1)	\$0	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").

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. Includes 11,536 unvested RSUs, which are issuable into shares of the Issuer's Class A Common Stock.

/s/ Ravi Mhatre

09/08/2020

** 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.