

OMB APPROVAL	
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**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>Sivaraman Rukmini</u>  (Last) (First) (Middle) C/O NUTANIX, INC. 1740 TECHNOLOGY DR., SUITE 150  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Nutanix, Inc. [ NTNX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 08/26/2024	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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	08/26/2024		A		60,375 <sup>(1)</sup>	A	\$0	205,277	D	
Class A Common Stock	08/26/2024		A		33,334 <sup>(2)</sup>	A	\$0	238,611	D	
Class A Common Stock	08/26/2024		A		25,415 <sup>(3)</sup>	A	\$0	264,026	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. On October 11, 2021, the Reporting Person was granted performance-based restricted stock units ("FY 2022 PRSUs"). The FY 2022 PRSUs are eligible to vest in up to three installments based on the total shareholder return of the Issuer over one-, two- and three-year performance periods, each commencing on August 1, 2021, relative to the total shareholder return of companies in the NASDAQ Composite Index. On August 26, 2024, the Compensation Committee of the Issuer's Board of Directors determined that the achievement percentage for the third performance period was 200%, resulting in these shares becoming eligible to vest on September 15, 2024, subject to the Reporting Person continuing to provide service to the Issuer through the vesting date.

2. On August 25, 2022, the Reporting Person was granted performance-based restricted stock units ("FY 2023 PRSUs"). The FY 2023 PRSUs are eligible to vest in up to three installments based on the total shareholder return of the Issuer over one-, two- and three-year performance periods, each commencing on August 1, 2022, relative to the total shareholder return of companies in the NASDAQ Composite Index. On August 26, 2024, the Compensation Committee of the Issuer's Board of Directors determined that the achievement percentage for the second performance period was 200% but, under the terms of the FY 2023 PRSUs, the achievement percentage was capped at 100%, resulting in these shares becoming eligible to vest on September 15, 2024, subject to the Reporting Person continuing to provide service to the Issuer through the vesting date.

3. On August 29, 2023, the Reporting Person was granted performance-based restricted stock units ("FY 2024 PRSUs"). The FY 2024 PRSUs are eligible to vest in up to three installments based on the total shareholder return of the Issuer over one-, two- and three-year performance periods, each commencing on August 1, 2023, relative to the total shareholder return of companies in the NASDAQ Composite Index. On August 26, 2024, the Compensation Committee of the Issuer's Board of Directors determined that the achievement percentage for the first performance period was 200% but, under the terms of the FY 2024 PRSUs, the achievement percentage was capped at 100%, resulting in these shares becoming eligible to vest on September 15, 2024, subject to the Reporting Person continuing to provide service to the Issuer through the vesting date.

/s/ Raymond Hum, Attorney in Fact 08/27/2024

\*\* 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.