

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).

1. Name and Address of Reporting Person* <u>Sangster David</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2023</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		
C/O NUTANIX, INC. 1740 TECHNOLOGY DR., SUITE 150			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				

**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	08/28/2023		A		16,105 <sup>(1)</sup>	A	\$0	178,934	D	
Class A Common Stock	08/28/2023		A		33,333 <sup>(2)</sup>	A	\$0	212,267	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
Restricted Stock Units	(3)	08/29/2023		A		50,830		(4)	(4)	Class A Common Stock	50,830	\$0	50,830	D	

**Explanation of Responses:**

- 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 28, 2023, the Compensation Committee of the Issuer's Board of Directors determined that the achievement percentage for the second performance period was 150.9630%, but, under the terms of the FY 2022 PRSUs, the achievement percentage was capped at 100%, resulting in these shares becoming eligible to vest on September 15, 2023, subject to the Reporting Person continuing to provide service to the Issuer through the vesting date.
- 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 28, 2023, 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 2023 PRSUs, the achievement percentage was capped at 100%, resulting in these shares becoming eligible to vest on September 15, 2023, subject to the Reporting Person continuing to provide service to the Issuer through the vesting date.
- Each Restricted Stock Unit, or RSU, represents a contingent right to receive one share of Issuer's Class A common stock.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on December 15, 2023, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.

/s/ Raymond Hum, Attorney in Fact 08/30/2023

\*\* 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.