

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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* <u>Sangster David</u>  (Last) (First) (Middle) <u>C/O NUTANIX, INC.</u> <u>1740 TECHNOLOGY DRIVE, SUITE 150</u>  (Street) <u>SAN JOSE</u> <u>CA</u> <u>95110</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2017</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  <u>EVP, Operations</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
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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			
<u>Class A Common Stock</u>	<u>06/15/2017</u>		<u>M</u>		<u>12,500</u>	<u>A</u>	<u>\$0</u>	<u>114,500</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>06/16/2017</u>		<u>F</u>		<u>6,610<sup>(1)</sup></u>	<u>D</u>	<u>\$17.2966</u>	<u>107,890</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>06/19/2017</u>		<u>S</u>		<u>5,890<sup>(2)</sup></u>	<u>D</u>	<u>\$18.0638<sup>(3)</sup></u>	<u>102,000</u>	<u>D</u>	

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				
<u>Restricted Stock Units</u>	<u>(4)</u>	<u>06/15/2017</u>		<u>M</u>			<u>12,500</u>	<u>(5)</u>	<u>(5)</u>	<u>Class A Common Stock</u>	<u>12,500</u>	<u>\$0</u>	<u>100,000</u>	<u>D</u>	

Explanation of Responses:

1. Represents shares sold to cover the tax liability arising from the vesting of Reporting Persons's, Restricted Stock Units, or RSUs.
2. The sale reported was effected pursuant to the Reporting Person's 10b5-1 Plan.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at sale prices ranging from \$17.86 to \$18.34. The Reporting Person undertakes to provide the full information regarding the number of shares sold at each separate price upon further request.
4. Each RSU represents a contingent right to receive one share of Issuer common stock.
5. 12,500 RSUs shall vest and become issuable quarterly beginning on June 15, 2017 and ending on June 15, 2019.

Remarks:

/s/ Olive Huang, by power of attorney 06/19/2017  
\*\* 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.