

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM S-1  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

---

**NUTANIX, INC.**

(Exact name of Registrant as specified in its charter)

---

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

**7372**  
(Primary Standard Industrial  
Classification Code Number)

**27-0989767**  
(I.R.S. Employer  
Identification Number)

**1740 Technology Drive, Suite 150  
San Jose, California 95110  
(408) 216-8360**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

---

**Dheeraj Pandey**  
**Chief Executive Officer and Chairman**  
**Nutanix, Inc.**  
**1740 Technology Drive, Suite 150**  
**San Jose, California 95110**  
**(408) 216-8360**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

*Copies to:*

**Jeffrey D. Saper, Esq.**  
**Mark B. Baudler, Esq.**  
**Andrew D. Hoffman, Esq.**  
**Wilson Sonsini Goodrich & Rosati, P.C.**  
**650 Page Mill Road**  
**Palo Alto, California 94304**  
**(650) 493-9300**

**Eric S. Whitaker, Esq.**  
**Olive Huang, Esq.**  
**Nutanix, Inc.**  
**1740 Technology Drive, Suite 150**  
**San Jose, California 95110**  
**(408) 216-8360**

**Jeffrey R. Vetter, Esq.**  
**James D. Evans, Esq.**  
**Fenwick & West LLP**  
**801 California Street**  
**Mountain View, California 94041**  
**(650) 988-8500**

---

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-208711

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Class A Common Stock, \$0.000025 par value per share	1,000,500	\$16.00	\$16,008,000	\$1,613

(1) Represents only the additional number of shares of Class A common stock being registered and includes 130,500 additional shares of Class A common stock that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the registration statement on Form S-1, as amended (File No. 333-208711).

(2) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The Registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$241,500,000 on a registration statement on Form S-1, as amended (File No. 333-208711), which was declared effective by the Securities and Exchange Commission on September 29, 2016. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$16,008,000 are hereby registered.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

Nutanix, Inc. (the “Registrant”) is filing this registration statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-208711) (the “Prior Registration Statement”), which the Commission declared effective on September 29, 2016.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of Class A common stock offered by the Registrant by 1,000,500 shares, 130,500 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant’s Class A common stock. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the proposed maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in San Jose, California on the 29th day of September, 2016.

### NUTANIX, INC.

By: /s/ DHEERAJ PANDEY  
Dheeraj Pandey  
Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DHEERAJ PANDEY</u> Dheeraj Pandey	Chief Executive Officer and Chairman (Principal Executive Officer)	September 29, 2016
<u>/s/ DUSTON M. WILLIAMS</u> Duston M. Williams	Chief Financial Officer (Principal Financial Officer)	September 29, 2016
<u>/s/ KENNETH W. LONG III</u> Kenneth W. Long III	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	September 29, 2016
<u>*</u> Steven J. Gomo	Director	September 29, 2016
<u>*</u> John McAdam	Director	September 29, 2016
<u>*</u> Ravi Mhatre	Director	September 29, 2016
<u>*</u> Jeffrey T. Parks	Director	September 29, 2016
<u>*</u> Michael P. Scarpelli	Director	September 29, 2016
<u>*</u> Bipul Sinha	Director	September 29, 2016

\*By: /s/ DHEERAJ PANDEY  
Dheeraj Pandey  
Attorney-in-Fact

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description of Document</u></b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1).
24.1*	Power of Attorney (included in page II-5 to the original filing of the Prior Registration Statement filed on December 22, 2015).

\* Previously filed.

September 29, 2016

Nutanix, Inc.  
1740 Technology Drive, Suite 150  
San Jose, California 95110

**Re: Registration Statement on Form S-1**

This opinion is furnished to you in connection with the Registration Statement on Form S-1, as amended (the "**Registration Statement**"), filed by Nutanix, Inc. (the "**Company**") with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "**Securities Act**"), in connection with the registration under the Securities Act of 1,000,500 shares (including up to 130,500 shares issuable upon exercise of an option granted to the underwriters by the Company) of the Company's Class A common stock, \$0.000025 par value per share (the "**Shares**"), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-208711) (the "**Prior Registration Statement**"), which was declared effective on September 29, 2016, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the "**Underwriting Agreement**").

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion, that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption “Legal Matters” in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated September 12, 2016 (except for Note 16, as to which the date is September 27, 2016), relating to the consolidated financial statements of Nutanix, Inc. and its subsidiaries appearing in the Registration Statement No. 333-208711, and to the reference to us under the heading "Experts" in such Registration Statement.

*/s/ DELOITTE & TOUCHE LLP*

San Jose, California  
September 27, 2016