

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>LIGHTSPEED VENTURE PARTNERS VIII LP</u>  (Last) (First) (Middle) 2200 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/29/2016	3. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [ NTNX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	435,115	D <sup>(2)</sup>	
Common Stock <sup>(1)</sup>	190,363	I	See footnote <sup>(3)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(4)	(4)	Common Stock <sup>(1)</sup>	11,139,598	(4)	D <sup>(2)</sup>	
Series A Convertible Preferred Stock	(4)	(4)	Common Stock <sup>(1)</sup>	6,542,304	(4)	I	See footnote <sup>(5)</sup>
Series B Convertible Preferred Stock	(6)	(6)	Common Stock <sup>(1)</sup>	3,707,948	(6)	D <sup>(2)</sup>	
Series B Convertible Preferred Stock	(6)	(6)	Common Stock <sup>(1)</sup>	2,177,683	(6)	I	See footnote <sup>(5)</sup>
Series C Convertible Preferred Stock	(7)	(7)	Common Stock <sup>(1)</sup>	2,347,024	(7)	D <sup>(2)</sup>	
Series C Convertible Preferred Stock	(7)	(7)	Common Stock <sup>(1)</sup>	1,378,411	(7)	I	See footnote <sup>(5)</sup>
Series D Convertible Preferred Stock	(8)	(8)	Common Stock <sup>(1)</sup>	432,187	(8)	D <sup>(2)</sup>	
Series D Convertible Preferred Stock	(8)	(8)	Common Stock <sup>(1)</sup>	253,824	(8)	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person* <u>LIGHTSPEED VENTURE PARTNERS VIII LP</u>  (Last) (First) (Middle) 2200 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Lightspeed General Partner VIII, L.P.</u>  (Last) (First) (Middle) 2200 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (City) (State) (Zip)		
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed Ultimate General Partner VIII, Ltd.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lightspeed Venture Partners VII, L.P.](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

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(Last) (First) (Middle)

2200 SAND HILL ROAD

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MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Eggers Barry](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Nieh Peter](#)

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

## SCHAEPE CHRISTOPHER J

(Last)	(First)	(Middle)
2200 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

### Explanation of Responses:

1. Each share of common stock shall be reclassified into one share of Class B common stock immediately prior to the completion of the Issuer's initial public offering of Class A common stock (the "IPO") in an exempt transaction pursuant to Rule 16b-7.
2. The shares are held of record by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII"). Lightspeed Ultimate General Partner VIII, Ltd. ("LUGP VIII") is the sole general partner of Lightspeed General Partner VIII, L.P., which serves as the sole general partner of Lightspeed VIII. Barry Eggers, Ravi Mhatre, Peter Y. Nieh and Christopher J. Schaepe, the directors of LUGP VIII, share voting and dispositive power with respect to the shares held of record by Lightspeed VIII. Each reporting person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
3. The shares are held of record by Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). Messrs. Eggers, Mhatre, Nieh and Schaepe are four of the six directors of the ultimate general partner of Lightspeed Select and share voting and dispositive power with respect to the shares held of record by Lightspeed Select. Each reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
4. The Series A convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.
5. The shares are held of record by Lightspeed Venture Partners VII, L.P. ("Lightspeed VII"). Lightspeed Ultimate General Partner VII, Ltd. ("LUGP VII") is the sole general partner of Lightspeed General Partner VII, L.P., which serves as the sole general partner of Lightspeed VII. Messrs. Eggers, Mhatre, Nieh and Schaepe, the directors of LUGP VII, share voting and dispositive power with respect to the shares held of record by Lightspeed VII. Each reporting person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
6. The Series B convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.
7. The Series C convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.
8. The Series D convertible preferred stock shall automatically convert into common stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.

### Remarks:

Mr. Mhatre is a director of the Issuer and files a separate report on Form 3 with respect to his beneficial ownership of Issuer securities held by the Lightspeed entities.

<a href="#"><u>/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VIII, Ltd., the sole general partner of Lightspeed General Partner VIII, L.P., the sole general partner of Venture Partners VIII, L.P.</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VIII, Ltd., the sole general partner of Lightspeed General Partner VIII, L.P.</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VIII, Ltd.</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VII, Ltd., the sole general partner of Venture Partners VII, L.P.</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VII, Ltd., the sole general partner of Lightspeed General Partner VII, L.P.</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Ravi Mhatre, director of Lightspeed Ultimate General Partner VII, Ltd.</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Barry Eggers</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Peter Y. Nieh</u></a>	<a href="#"><u>09/29/2016</u></a>
<a href="#"><u>/s/ Christopher J. Schaepe</u></a>	<a href="#"><u>09/29/2016</u></a>
** 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 5 (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.

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