

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>Parks Jeffrey T</u> <hr/> (Last) (First) (Middle) <u>C/O RIVERWOOD CAPITAL PARTNERS</u> <u>70 WILLOW ROAD, SUITE 100</u> <hr/> (Street) <u>MENLO PARK CA 94025</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>10/05/2016</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			
Common Stock	10/05/2016		C		3,531,179	A	(1)	3,531,179	I	See footnote <sup>(2)</sup>
Common Stock	10/05/2016		C		1,217,430	A	(1)	1,217,430	I	See footnote <sup>(3)</sup>
Common Stock	10/05/2016		C		1,425,499	A	(1)	1,425,499	I	See footnote <sup>(4)</sup>
Common Stock	10/05/2016		J <sup>(5)</sup>		3,531,179	D	(5)	0	I	See footnote <sup>(2)</sup>
Common Stock	10/05/2016		J <sup>(5)</sup>		1,217,430	D	(5)	0	I	See footnote <sup>(3)</sup>
Common Stock	10/05/2016		J <sup>(5)</sup>		1,425,499	D	(5)	0	I	See footnote <sup>(4)</sup>

**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				
Series D Convertible Preferred Stock	(1)	10/05/2016		C			3,531,179	(1)	(1)	Common Stock	3,531,179	\$0.00	0	I	See footnote <sup>(2)</sup>
Series D Convertible Preferred Stock	(1)	10/05/2016		C			1,217,430	(1)	(1)	Common Stock	1,217,430	\$0.00	0	I	See footnote <sup>(3)</sup>
Series D Convertible Preferred Stock	(1)	10/05/2016		C			1,425,499	(1)	(1)	Common Stock	1,425,499	\$0.00	0	I	See footnote <sup>(4)</sup>
Class B Common Stock	(5)	10/05/2016		J <sup>(5)</sup>			3,531,179	(6)	(6)	Class A Common Stock	3,531,179	\$0.00	3,531,179	I	See footnote <sup>(2)</sup>
Class B Common Stock	(5)	10/05/2016		J <sup>(5)</sup>			1,217,430	(6)	(6)	Class A Common Stock	1,217,430	\$0.00	1,217,430	I	See footnote <sup>(3)</sup>
Class B Common Stock	(5)	10/05/2016		J <sup>(5)</sup>			1,425,499	(6)	(6)	Class A Common Stock	1,425,499	\$0.00	1,425,499	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- The Series D convertible preferred stock automatically converted into common stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A common stock (the "IPO") and had no expiration date.
- The shares are held of record by Riverwood Capital Partners L.P. ("RCP LP"). Riverwood Capital, LP ("RC LP"), the general partner of RCP LP, and Riverwood Capital GP Ltd. ("RC GP Ltd."), the general partner of RC LP, share voting and dispositive power with respect to the shares held directly by RCP LP. All investment decisions with respect to the shares held by the RCP LP are made by a majority vote of a six-member investment committee, for which the reporting person serves as a member. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are held of record by Riverwood Capital Partners (Parallel-A) L.P. ("RCP Parallel-A"). RC LP, the general partner of RCP Parallel-A, and RC GP Ltd., the general partner of RC LP, share voting and dispositive power with respect to the shares held directly by RCP Parallel-A. All investment decisions with respect to the shares held by the RCP Parallel-A are made by a majority vote of a six-member investment committee, for which the reporting person serves as a member. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are held of record by Riverwood Capital Partners (Parallel-B) L.P. ("RCP Parallel-B"). RC LP, the general partner of RCP Parallel-B, and RC GP Ltd., the general partner of RC LP, share voting and dispositive power with respect to the shares held directly by RCP Parallel-B. All investment decisions with respect to the shares held by the RCP Parallel-B are made by a majority vote of a six-member investment committee, for which

the reporting person serves as a member. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

5. Following the conversion of the Series D convertible preferred stock into common stock and immediately prior to the completion of the IPO, each share of common stock was reclassified into one share of Class B common stock in an exempt transaction pursuant to Rule 16b-7.

6. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B common stock, (ii) any transfer, whether or not for value, subject to certain limited exceptions, (iii) the death of a natural person (including shares held by his or her permitted estate planning entities holding Class B common stock), or (iv) October 5, 2033.

**Remarks:**

/s/ Olive Huang, by power of attorney

10/05/2016

\*\* 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.

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