

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>Saharan Renu</u>  (Last) (First) (Middle) <u>1740 TECHNOLOGY DRIVE</u> <u>SUITE 150</u>  (Street) <u>SAN JOSE CA 95110</u>  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/28/2017</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	03/28/2017		C <sup>(1)</sup>		100,000	A	(1)	100,000	I	BY SINGH/SAHARAN 2014 IRREVOCABLE DESCENDANTS' TRUST <sup>(2)</sup>
Class A Common Stock	03/28/2017		C <sup>(1)</sup>		900,000	A	(1)	900,000	I	BY SINGH/SAHARAN REVOCABLE TRUST <sup>(3)</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				
Class B Common Stock	(1)	03/28/2017		C		100,000		(1)	(1)	Class A Common Stock	100,000	(1)	400,000	I	BY SINGH/SAHARAN 2014 IRREVOCABLE DESCENDANTS' TRUST <sup>(2)</sup>
Class B Common Stock	(1)	03/28/2017		C		900,000		(1)	(1)	Class A Common Stock	900,000	(1)	3,619,801	I	BY SINGH/SAHARAN REVOCABLE TRUST <sup>(3)</sup>

**Explanation of Responses:**

1. The Issuer filed a prospectus dated 09/29/16 under Rule 424(b) (File No. 333-208711) on 09/30/16 (the "Prospectus"). The Reporting Person was subject to a lock-up agreement during the 180-day period after 09/29/16. After expiration of this lock-up period, each share of the Issuer's Class B Common Stock became convertible into one share of the Issuer's Class A Common Stock at the option of the holder or under certain circumstances described in the Prospectus. The Class B Common Stock may convert into Class A Common Stock upon the 17-year anniversary of the closing of the Issuer's IPO.

2. The shares are owned by the SINGH/SAHARAN 2014 IRREVOCABLE DESCENDANTS' TRUST (the "Irrevocable Trust"). The Reporting Person is a co-trustee of the Irrevocable Trust and, as such, may be deemed to have beneficial ownership in such shares.

3. The shares are owned by the SINGH/SAHARAN REVOCABLE TRUST (the "Revocable Trust"). The Reporting Person is a co-trustee of the Revocable Trust and, as such, may be deemed to have beneficial ownership in such shares.

**Remarks:**

/s/ Renu Saharan 05/23/2017  
 \*\* 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.

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