

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
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1. Name and Address of Reporting Person* <u>Mhatre Ravi</u>			2. Issuer Name and Ticker or Trading Symbol <u>Nutanix, Inc. [NTNX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2017</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		
2200 SAND HILL ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MENLO PARK CA 94025</u>								
(City) (State) (Zip)								

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	06/07/2017		j ⁽¹⁾		3,759,643	D	(1)	0	I	By Lightspeed Venture Partners VIII, L.P. ⁽²⁾ (3)
Class A Common Stock	06/07/2017		j ⁽¹⁾		875,054	A	(1)	875,054	I	By Lightspeed General Partner VIII, L.P. ⁽²⁾ (4)
Class A Common Stock	06/07/2017		j ⁽⁵⁾		875,054	D	(5)	0	I	By Lightspeed General Partner VIII, L.P. ⁽²⁾ (4)
Class A Common Stock	06/07/2017		j ⁽⁵⁾		117,188	A	(5)	206,350	I	By Mhatre Investments LP - Fund 1 ⁽⁶⁾
Class A Common Stock								397,562	D	
Class A Common Stock								190,363	I	By Lightspeed Venture Partners Select, L.P. (7)(8)

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					

Explanation of Responses:

- Represents in-kind distribution by Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII") without consideration to its partners (including LGP VIII, the general partner of Lightspeed VIII).
- Lightspeed Ultimate General Partner VIII, Ltd. is the sole general partner of Lightspeed General Partner VIII, L.P. ("LGP VIII"), which is the sole general partner of Lightspeed VIII. The individual directors of Lightspeed Ultimate General Partner VIII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.

3. The shares are held of record by Lightspeed VIII.
4. The shares are held of record by LGP VIII.
5. Represents in-kind distribution by LGP VIII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
6. The shares are held of record by Mhatre Investments LP - Fund 1. Ravi Mhatre serves as trustee of the general partner of such entity.
7. Lightspeed Ultimate General Partner Select, Ltd. is the sole general partner of Lightspeed General Partner Select, L.P. ("LGP Select"), which is the sole general partner of Lightspeed Venture Partners Select, L.P. ("Lightspeed Select"). The individual directors of Lightspeed Ultimate General Partner Select, Ltd. are Christopher J. Schaepe, Barry Eggers, Jeremy Liew, Ravi Mhatre, Peter Nieh and John Vrionis. Messrs. Schaepe, Eggers, Liew, Mhatre, Nieh and Vrionis disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein.
8. The shares are held of record by Lightspeed Select.

Ravi Mhatre By: /s/ Ravi
Mhatre

06/09/2017

** 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.