

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Boynton Aaron			Nutanix, Inc. [NTNX]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Accounting Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O NUTANIX, INC., 1740 TECHNOLOGY DR., STE 150			12/11/2020					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN JOSE, CA 95110						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/11/2020		S		4982	D	\$31.08	16162 (1)	D	
Class A Common Stock	12/15/2020		M		625	A	\$0	16787	D	
Class A Common Stock	12/15/2020		M		1562	A	\$0	18349	D	
Class A Common Stock	12/15/2020		M		2000	A	\$0	20349	D	
Class A Common Stock	12/15/2020		M		1563	A	\$0	21912	D	
Class A Common Stock	12/15/2020		M		2652	A	\$0	24564	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Restricted Stock Units	(2)	12/15/2020		M		625		(3)	(3)	Class A Common Stock	625.0	\$0	625	D	
Restricted Stock Units	(2)	12/15/2020		M		1562		(4)	(4)	Class A Common Stock	1562.0	\$0	4688	D	
Restricted Stock Units	(2)	12/15/2020		M		2000		(5)	(5)	Class A Common Stock	2000.0	\$0	14000	D	
Restricted Stock Units	(2)	12/15/2020		M		1563		(6)	(6)	Class A Common Stock	1563.0	\$0	18750	D	
Restricted Stock Units	(2)	12/15/2020		M		2652		(7)	(7)	Class A Common Stock	2652.0	\$0	39782	D	

Explanation of Responses:

- Includes shares acquired under the Nutanix, Inc. Employee Stock Purchase Plan on September 20, 2020.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer's Class A common stock.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on June 15, 2017, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on December 15, 2017, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on March 15, 2019, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.

- (6) The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on March 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.
- (7) The RSUs will vest in 16 equal quarterly installments, with the first of such quarterly installments to vest on December 15, 2020, subject to the Reporting Person continuing to provide service to the Issuer through the applicable vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boynton Aaron C/O NUTANIX, INC. 1740 TECHNOLOGY DR., STE 150 SAN JOSE, CA 95110			Chief Accounting Officer	

Signatures

/s/ Olive Huang, by power of attorney

12/15/2020

**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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