

Xylem Inc.  
Form 8-K  
February 17, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): February 15, 2017

XYLEM INC.  
(Exact name of registrant as specified in its charter)

Indiana                                      001-35229      45-2080495  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                      File Number)      Identification No.)

1 International Drive                                      10573  
Rye Brook, New York  
(Address of principal executive offices)      (Zip Code)  
(914) 323-5700  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 15, 2017, Edward Ludwig notified the Board of Directors of Xylem Inc. (the "Company") of his intention not to stand for re-election as a director at the Company's 2017 annual meeting of shareholders. Mr. Ludwig will continue to serve for the Company through the end of his term as a director. His term of office will terminate on May 9, 2017. Mr. Ludwig's decision not to stand for re-election is not as a result of any disagreement with the Company or the Board of Directors.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**XYLEM  
INC.**

Date: February 17, 2017 By: /s/ Claudia  
S.  
Toussaint  
Claudia S.  
Toussaint  
SVP,  
General  
Counsel &  
Corporate  
Secretary  
(Authorized  
Officer of  
Registrant)