

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.

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)