

**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): May 12, 2022**

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

**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-35229**  
(Commission  
File Number)

**45-2080495**  
(IRS Employer  
Identification No.)

**1 International Drive**  
**Rye Brook, New York**  
(Address of principal executive offices)

**10573**  
(Zip Code)

**(914) 323-5700**  
(Registrant's telephone number, including area code)  
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange of which registered</u>
Common Stock, par value \$0.01 per share	XYL	New York Stock Exchange
2.250% Senior Notes due 2023	XYL23	New York Stock Exchange

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))
- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 12, 2022, Xylem Inc. (the "Company") held its 2022 Annual Meeting of Shareholders (the "Annual Meeting"). There were 154,515,654 shares of the Company's common stock represented at the Annual Meeting in person or by proxy, constituting 85.79% of the Company's outstanding common stock on March 14, 2022, the record date. The final voting results for each item voted on at the Annual Meeting are set forth below:

- 1 **Proposal One: Election of Ten Directors.** The following nominees were elected to serve as directors of the Company for a one-year term:

<u>NOMINEE</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
Jeanne Beliveau-Dunn	143,550,643	2,134,349	123,061	8,707,601
Patrick K. Decker	143,731,829	1,783,930	292,294	8,707,601
Robert F. Friel	138,517,903	6,966,575	323,575	8,707,601
Victoria D. Harker	120,484,613	25,021,495	301,945	8,707,601
Steven R. Loranger	140,154,203	5,565,868	87,982	8,707,601
Mark D. Morelli	144,325,633	1,355,680	126,740	8,707,601
Jerome A. Peribere	142,148,438	3,557,219	102,396	8,707,601
Markos I. Tambakeras	131,144,445	14,350,320	313,288	8,707,601
Lila Tretikov	127,015,941	18,487,200	304,912	8,707,601
Uday Yadav	139,450,081	6,039,812	318,160	8,707,601

- 2 **Proposal Two: Ratification of Appointment of the Independent Registered Public Accounting Firm.** Shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2022:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>
151,362,609	2,569,332	583,713

- 3 **Proposal Three: Advisory Vote on Named Executive Compensation.** Shareholders approved a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers as described in the Company's 2022 proxy statement.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
127,248,885	18,173,694	385,474	8,707,601

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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.

Date: May 17, 2022

**XYLEM INC.**

By: /s/ Kelly C. O'Shea

Kelly C. O'Shea

VP, Chief Corporate Counsel and Corporate Secretary

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
104.0	The cover page from Xylem Inc.'s Form 8-K, formatted in Inline XBRL (included as Exhibit 101).